



**ANGEL WING**  
METALS INC

*ANGEL WING METALS INC.*

**NOTICE-AND-ACCESS NOTIFICATION TO SHAREHOLDERS  
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON THURSDAY, JUNE 29, 2023**

Dear Shareholder:

You are receiving this notification because Angel Wing Metals Inc. (“**Angel Wing Metals**” or the “**Corporation**”) will be using the notice-and-access model (“**Notice-and-Access**”) provided for under National Instrument 54-101 for the delivery of meeting materials to certain shareholders in respect of the annual general and special meeting to be held on Thursday, June 29, 2023 (the “**Meeting**”).

Under Notice-and-Access, instead of receiving printed copies of the Corporation’s management information circular (“**Information Circular**”), shareholders receive this notice with information on how to access the Information Circular electronically. However, together with this notice, shareholders continue to receive a proxy or voting instruction form (“**VIF**”), enabling them to vote at the Meeting. Adopting Notice-and-Access to deliver materials is more environmentally friendly as it reduces paper use and also lowers the Corporation’s costs for printing and mailing.

**Meeting Date, Location and Purposes**

The Meeting will be held on **Thursday, June 29, 2023 at 12:00 p.m.** (Toronto Time), virtually via **Microsoft Teams** at the following link:

[https://teams.microsoft.com/l/meetup-join/19%3ameeting\\_ZjRiZjFkMWItYjNmMy00NTM4LTkzMTAtZTUyNGVjM2QxNTA5%40thread.v2/0?context=%7b%22Tid%22%3a%22745c9c7f-0a5b-4423-9415-05c4c28440cd%22%2c%22Oid%22%3a%22fe558089-434b-4b79-a821-d2c1a4aba702%22%7d](https://teams.microsoft.com/l/meetup-join/19%3ameeting_ZjRiZjFkMWItYjNmMy00NTM4LTkzMTAtZTUyNGVjM2QxNTA5%40thread.v2/0?context=%7b%22Tid%22%3a%22745c9c7f-0a5b-4423-9415-05c4c28440cd%22%2c%22Oid%22%3a%22fe558089-434b-4b79-a821-d2c1a4aba702%22%7d)

Meeting ID: 288 375 517 307

Passcode: T9xwfJ

Download Teams | Join on the web

for the following purposes:

1. Report and Financial Statements: to receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2022 and the report of the auditor thereon;
2. Fix Number of Directors to be Elected at the Meeting: to fix the number of directors of the Corporation to be elected at the Meeting at five (5);
3. Election of Directors: to elect the Board of Directors of the Corporation for the ensuing year;
4. Appointment of Auditor: to appoint the auditors of the Corporation for the ensuing year and to authorize the Board of Directors to fix the auditor’s remuneration;
5. Re-Approval of Stock Option Plan: to consider, and if thought fit, approve the ordinary resolution, as more particularly set forth in the accompanying Management Information Circular prepared for the purpose of the Meeting, relating to the re-approval of the stock option plan of the Corporation;
6. Consolidation of Shares: to consider, and if thought fit, approve the special resolution as more particularly set forth in the accompanying Management Information Circular prepared for the purpose of the Meeting, relating to the amendment of the Articles of the Corporation in order to consolidate the issued and outstanding common shares of the Corporation on the basis of one (1) post-consolidation Common Share for every two (2) pre-consolidation Common Shares; and

7. Other Matters: to transact such other business as may properly come before the Meeting or any adjournment thereof.

For detailed information with respect to each of the above matters, please refer to the subsection bearing the corresponding title under “*Particulars of Matters to be acted upon*” in the Information Circular.

## **ANGEL WING METALS URGES SHAREHOLDERS TO REVIEW THE INFORMATION CIRCULAR BEFORE VOTING.**

This Notice is prepared under the notice-and-access rules under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Notice-and-access is a set of rules intended to reduce the volume of materials that must be physically mailed to shareholders by allowing issuers to post the Management Information Circular and additional materials online. Materials may be delivered electronically to shareholders. Please call the Alliance Trust Company toll free at 1-877-537-6111 if you have any questions about notice-and-access.

### **Accessing Meeting Materials Online**

The Meeting materials can be viewed online under Angel Wing Metals’ profile at [www.sedar.com](http://www.sedar.com) or at [www.alliancetrust.ca/shareholders](http://www.alliancetrust.ca/shareholders).

### **Requesting Printed Meeting Materials**

Shareholders can request that printed copies of the Meeting materials be sent to them by postal delivery at **no cost to them** up to one (1) year from the date the Information Circular was filed on SEDAR. Shareholders may make their request **without charge** by calling the toll free number at 1-877-537-6111 or by sending an email to [inquiries@alliancetrust.ca](mailto:inquiries@alliancetrust.ca). In order to receive paper copies in time to vote before the Meeting, your request should be received at least five (5) business days in advance of the proxy return date and time.

### **Voting Process**

Beneficial shareholders who have received a VIF from Broadridge Financial Solutions Inc., are asked to return their VIF using one of the following methods at least forty-eight (48) hours (excluding Saturdays, Sundays and holidays) in advance of the proxy deposit date and time set out in the accompanying VIF:

**INTERNET:** [www.proxyvote.com](http://www.proxyvote.com)  
**TELEPHONE:** 1-800-474-7493 (ENGLISH) or 1-800-474-7501 (FRENCH)  
**MAIL/FACSIMILE:** Complete and return the accompanying proxy or voting instruction form by mail or facsimile at the address or facsimile number in accordance with the instructions set forth in the accompanying proxy or voting instruction form.

Beneficial shareholders who have received a proxy form directly from Alliance Trust Company are asked to return their proxies using one of the following methods at least forty-eight (48) hours (excluding Saturdays, Sundays and holidays) in advance of the proxy deposit date and time set out in the accompanying proxy:

**INTERNET:** [www.alliancetrust.ca/shareholders](http://www.alliancetrust.ca/shareholders)  
**FACSIMILE:** 403-237-6181  
**MAIL:** Alliance Trust Company, #1010, 407 – 2<sup>nd</sup> Street S.W., Calgary, Alberta, T2P 2Y3

Dated at Calgary, Alberta, this 19<sup>th</sup> day of May, 2023.

### **BY ORDER OF THE BOARD**

*signed “Marc Prefontaine”*

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Marc Prefontaine, President and Chief Executive Officer  
Angel Wing Metals Inc.