



**NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the Annual General & Special Meeting of Shareholders of iMetal Resources Inc. (the "Company") will be held in the Boardroom at Second Floor 830 West Pender Street, Vancouver, BC, on the 8<sup>th</sup> day of June, 2016 at 10.00 am Vancouver time, for the following purposes:

1. To receive the report of the Directors of the Company;
2. To receive the Financial Statements of the Company for the year ended May 31, 2015 and the Report of the Auditor thereon;
3. To appoint auditors and to authorize the Directors to fix their remuneration;
4. To fix the number of Directors of the Company;
5. To elect Directors for the Company for the ensuing year;
6. To consider and, if thought advisable, to approve a Stock Option Plan;
8. To transact such other business as may properly be brought before the Meeting and any and all adjournments thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is incorporated by reference into and deemed to form part of this Notice. **Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares are voted at the Meeting are requested to complete, sign, date and return the enclosed form of Proxy or Voting Instruction Form in accordance with the instructions set forth therein. The Proxy or Voting Instruction Form must be completed in accordance with the instructions set out therein and in the Information Circular accompanying this Notice, and, to be valid, must be received by Computershare, 510 Burrard Street, 2<sup>nd</sup> Floor, Vancouver, British Columbia, Canada, V6C 3B9 not fewer than 48 hours before the time fixed for the Meeting.**

DATED at Vancouver, British Columbia, this 9<sup>th</sup> day of May, 2016.

**BY ORDER OF THE BOARD**

*"Johan Grandin"*

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Johan Grandin

**Chief Executive Officer**