

**TALON METALS CORP.**

**Craigmuir Chambers  
P.O. Box 71, Road Town  
Tortola, British Virgin Islands  
Company No: 649782**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual and special meeting of shareholders (the “**Meeting**”) of Talon Metals Corp. (the “**Company**” or “**Talon**”) will be held at Suite 100, One Financial Place, Lower Collymore Rock, St. Michael, Barbados on June 23, 2021 at 9:00 a.m. (Barbados time) for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the financial year ended December 31, 2020, together with the report of the auditors thereon;
2. to appoint auditors and to authorize the directors to fix their remuneration;
3. to elect directors for the ensuing year;
4. to consider, and if deemed advisable, pass a resolution to authorize the Company to effect a combination of the Common Shares (the “**Consolidation**”) on the basis of one (1) post-Consolidation common share of the Company (“**Common Share**”) for up to ten (10) pre-Consolidation Common Shares (the “**Consolidation Ratio**”), as determined by the Board, in its sole discretion; and
5. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The attached management proxy circular (“**Circular**”) sets forth a description of the matters referred to above. A copy of the Circular, form of proxy (“**Form of Proxy**”) and a supplemental mailing list card accompany this Notice of Meeting.

Only registered shareholders at the close of business on May 19, 2021, who either personally attend the Meeting or who have completed and delivered a Form of Proxy, in the manner and subject to the provisions described in the Circular, shall be entitled to vote or to have their Common Shares voted, as the case may be, at the Meeting.

**Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the accompanying Form of Proxy in the enclosed return envelope. All instruments appointing proxies to be used at the Meeting or at any adjournment or postponement thereof must be deposited with Computershare Investor Services Inc., Proxy Department, 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1, in the case of registered holders of Common Shares, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment or postponement thereof or with the chairman of the Meeting prior to the commencement of the Meeting or any adjournment or postponement thereof. Please also see the information contained in the Form of Proxy relating to voting by telephone or the Internet. Beneficial shareholders of Common Shares should refer to the heading “Advice to Beneficial Shareholders” in the Circular for information regarding their voting rights.**

DATED this 27<sup>th</sup> day of May, 2021.

**By Order of the Board of Directors**

(Signed) “*Warren Newfield*”

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Warren Newfield  
Executive Chairman