



Transition Metals

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NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual and special general meeting (the “**Meeting**”) of the holders of common shares of **TRANSITION METALS CORP.** (the “**Company**”) will be held on Tuesday, February 27, 2018 at 55 York Street, Suite 402, Toronto, Ontario at 10:00 a.m. (Eastern time), for the following purposes:

1. to receive and consider the audited annual consolidated financial statements of the Company for the financial year ended August 31, 2017 and the auditors’ reports thereon;
2. to elect directors of Company to hold office for the ensuing year;
3. to appoint auditors of the Company for the ensuing year;
4. to authorize the directors to fix the auditors’ remuneration for the ensuing year;
5. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution to re-adopt and re-approve the stock option plan of the Company, as more particularly described in the accompanying Information Circular; and
6. to act on such other matters, including amendments to any of the foregoing, as may properly come before the Meeting or any adjournment thereof.

An Information Circular and a form of proxy accompany this Notice of Meeting. The Information Circular contains details of matters to be considered at the Meeting. A copy of the audited annual consolidated financial statements of the Company for the financial year ended August 31, 2017, together with the auditors’ report thereon and the corresponding management discussion and analysis were mailed to those shareholders who requested a copy.

The board of directors (the “**Board**”) of the Company has fixed January 22, 2018 as the record date for determining the shareholders who are entitled to vote at the Meeting. Only shareholders of the Company at the close of business on January 22, 2018 will be entitled to receive notice of and to vote at the Meeting.

Shareholders are requested to complete, sign and return the accompanying form of proxy for use at the Meeting if they are not able to attend the Meeting personally. To be effective, forms of proxy must be received by the Company’s registrar and transfer agent, TSX Trust Company no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting (namely, by 10:00 a.m. (Eastern time), on Friday, February 23, 2018) or any adjournment thereof at which the proxy is to be used. Proxies delivered by regular mail should be addressed to TSX Trust Company, 301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, Attention: Proxy Department. Proxies delivered by facsimile must be

sent to TSX Trust Company, Attention: Proxy Department, at (416) 595-9593. To vote by Internet, follow the instructions on the insert included in your package.

DATED at Sudbury, Ontario, this 24th day of January, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Scott McLean*"

Scott McLean

President, Chief Executive Officer and Director