



**NOTICE AND ACCESS NOTIFICATION**  
**ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**  
**TO BE HELD ON DECEMBER 12, 2024**

**NOTICE IS GIVEN** to the shareholders of District Metals Corp. (the “**Company**”) under the notice-and-access provisions for the delivery of meeting materials in respect of its annual general and special meeting of shareholders to be held on Thursday, December 12, 2024 (the “**Meeting**”). Under notice-and-access, instead of receiving printed copies of the Company’s management information circular (the “**Circular**”) and, if requested, the audited consolidated financial statements for the year ended June 30, 2024 and management’s discussion and analysis thereon, the Company is providing shareholders this notice with information on how they may access the Meeting materials electronically.

**MEETING DATE, TIME AND LOCATION**

Date: Thursday, December 12, 2024

Time: 10:00 a.m. (Pacific Time)

Location: 1303-1030 W. Georgia Street, Vancouver, B.C., V6E 2Y3

**MATTERS TO BE CONSIDERED AND/OR VOTED UPON AT THE MEETING**

1. **Financial Statements:** Shareholders will receive and consider the Company’s annual audited consolidated financial statements for the years ended June 30, 2024 and 2023, together with the independent report of the auditors thereon. See “**Particulars of Matters to be Acted Upon – Financial Statements**” section of the Circular.
2. **Fix the Number of Directors:** Shareholders will be asked to fix the number of directors to be elected at the Meeting at four (4). See “**Particulars of Matters to be Acted Upon – Fixing the Number of Directors**” section of the Circular.
3. **Election of Directors:** Shareholders will be asked to elect directors for the ensuing year. See “**Particulars of Matters to be Acted Upon – Election of Directors**” section of the Circular.
4. **Appointment and Remuneration of Auditor:** Shareholders will be asked to appoint Davidson & Company LLP *Chartered Professional Accountants* as the Company’s auditor for the ensuing year and authorize the directors to fix their remuneration. See “**Particulars of Matters to be Acted Upon – Appointment and Remuneration of Auditor**” section of the Circular.
5. **Approval of Omnibus Plan:** Shareholders will be asked to consider and approve the Company’s proposed omnibus incentive plan of the Company (the “**Omnibus Plan**”), as more particularly described in the accompanying Circular. See “**Particulars of Matters to be Acted Upon – Approval of Omnibus Plan**” section of the Circular.

**Other Business:** Shareholders may be asked to consider other items of business that may be properly brought before the Meeting. Information respecting the use of discretionary authority to vote on any such other business may be found in the Circular.

**Shareholders are reminded to view the Meeting materials, including the Circular, prior to completing the proxy or voting instruction form.**

**WEBSITES WHERE MEETING MATERIALS ARE POSTED:**

Meeting materials can be viewed online under the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca) and also at <https://www.districtmetals.com/investors/agm-materials>.

**HOW TO OBTAIN COPIES OF THE MEETING MATERIALS**

Shareholders may request that paper copies of the Meeting materials be sent to them by postal delivery at no cost to them. Requests for paper copies of the Meeting materials should be received by the Company no later than 4:00 p.m. (Pacific time) on Tuesday, November 26, 2024, in order to receive the Meeting materials in advance of the proxy deposit date and Meeting date. Shareholders who wish to receive paper copies of the Meeting materials may request copies from the Company by telephone (604) 288-8001 or by email at [admin@sentinelcorp.ca](mailto:admin@sentinelcorp.ca).

**VOTING**

**PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE.**

To vote your securities, please refer to the instructions on the enclosed proxy or voting instruction form. The completed instrument of proxy or voting instruction form should be deposited in accordance with the instructions enclosed therein at least 48 hours before the time of the Meeting or any adjournment thereof, excluding Saturdays, Sundays and holidays.

Shareholders with questions about the notice-and-access provisions may contact the Company at telephone (604) 288-8001 or by email at [admin@sentinelcorp.ca](mailto:admin@sentinelcorp.ca).