



**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON**

June 27, 2023

AND

MANAGEMENT INFORMATION CIRCULAR

DATED May 26, 2023

ARIZONA METALS CORP.

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON JUNE 27, 2023**

The annual and special meeting (the “**Meeting**”) of the shareholders of Arizona Metals Corp. (the “**Corporation**”) will be held at the offices of WeirFoulds LLP, located at 66 Wellington Street West, Suite 4100, Toronto, Ontario M5K 1B7 at 10:00 a.m. (Eastern time) on June 27, 2023, for the following purpose:

1. To receive and consider the Corporation’s financial statements for the fiscal year ended December 31, 2022, together with the report of the auditors;
2. To elect directors of the Corporation for the upcoming year;
3. To re-appoint the auditors of the Corporation to hold office until the close of the next annual meeting of shareholders and authorize the directors to fix their remuneration as such;
4. To consider and, if deemed appropriate, adopt an ordinary resolution ratifying and confirming By-Law No. 2 of the Corporation, setting advance notice requirements for nominations of directors by shareholders, as more particularly described in the accompanying management information circular (the “**Circular**”); and
5. To transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Circular.

The Board of Directors of the Corporation has fixed May 23, 2023 as the record date for determining the shareholders who are entitled to vote at the Meeting. Only holders of common shares of the Corporation at the close of business on May 23, 2023 will be entitled to receive notice of and to vote at the Meeting.

If you are a registered shareholder of the Corporation please date and execute the accompanying form of proxy and return it in the envelope provided to TSX Trust Company, 301-100 Adelaide Street West, Toronto, Ontario, M5H 4H1, by no later than 10:00 a.m. (Eastern time) on June 23, 2023.

If you are not a registered shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.

The time limit for the deposit of proxies may be waived or extended by the chairman of the Meeting at his discretion, without notice. You may also vote via the Internet by following the instructions on the form of proxy. If you execute the form of proxy or vote via the Internet you may still attend the Meeting. Only registered shareholders and duly appointed proxyholders may vote in person at the Meeting.

DATED at Toronto, Ontario this 26th day of May, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ “Marc Pais”

MARC PAIS

President and Chief Executive Officer