

**FIDELITY MINERALS CORP.**  
Suite 1201 – 1166 Alberni Street  
Vancouver, BC, V6E 3Z3  
Tel: 604.671.1353

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

NOTICE IS HEREBY GIVEN that the 2020 annual general and special meeting (the “**Meeting**”) of the shareholders of Fidelity Minerals Corp. (the “**Company**”) will be held at Clark Wilson LLP, Suite 900 – 885 West Georgia Street, Vancouver, BC V6C 3H1, on Friday, March 6, 2020, at 10:00 a.m. (Pacific time) for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the years ended July 31, 2019 and July 31, 2018 and the reports of the auditor thereon;
2. To set the number of directors of the Company for the ensuing year at three (3) persons;
3. To elect directors for the ensuing year;
4. To appoint the auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
5. To consider and, if thought fit, ratify and approve the Company’s existing stock option plan as more particularly described in the Company’s management information circular (the “**Information Circular**”) accompanying this notice of meeting (the “**Notice of Meeting**”); and
6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

This Notice of Meeting is accompanied by the Information Circular and either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders. Shareholders are requested to read the Information Circular and, if unable to attend the Meeting in person, complete, date, sign and return the proxy or voting instruction form, as applicable, so that as large a representation as possible may be had at the Meeting.

The Board of Directors of the Company has fixed the close of business on January 31, 2020, as the record date, being the date for the determination of the registered holders of common shares entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof. The Board of Directors has also fixed 10:00 a.m. (Pacific time) on Wednesday, March 4, 2020, or no later than 48 hours before the time of any adjourned Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof shall be deposited with the Company’s registrar and transfer agent, TSX Trust Company.

If you are a non-registered shareholder of the Company and have received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other

similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, as of the 4<sup>th</sup> day of February, 2020.

**FIDELITY MINERALS CORP.**

By: “Ian Graham”

Ian Graham, Chief Executive Officer and Director