



**VELOCITY MINERALS LTD.**

Suite 2300 - 1177 West Hastings Street  
Vancouver, British Columbia, Canada, V6E 2K3  
Telephone: 604-484-1233

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING**

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “Meeting”) of shareholders of Velocity Minerals Ltd. (the “Company”) will be held in the Main Boardroom of the offices of the Company at Suite 2300 – 1177 West Hastings Street, Vancouver, British Columbia, Canada on Wednesday, June 24, 2020 at 9:00 a.m. (PDT) for the following purposes:

1. to receive and consider the audited financial statements of the Company for the fiscal year ended December 31, 2019 (with comparative statements relating to the preceding fiscal period) together with the report of the auditor thereon;
2. to appoint Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company for the fiscal year ending December 31, 2020 and to authorize the directors to fix the auditor’s remuneration;
3. to set the number of directors at five (5);
4. to elect the directors for the ensuing year;
5. to consider and, if thought fit, to pass an ordinary resolution ratifying and approving the Company’s Stock Option Plan, as more particularly described in the accompanying management information circular;
6. to consider, and if thought advisable, to pass, with or without variation, a special resolution to authorize and approve an amendment of the articles of the Company to modernize the Company’s corporate charter and to facilitate the use of electronic record-keeping and uncertificated securities; and
7. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The details of all matters proposed to be put before shareholders at the Meeting are set forth in the management information circular accompanying this Notice of Meeting. At the Meeting, shareholders will be asked to approve each of the foregoing items.

The directors of the Company have fixed May 13, 2020 as the record date for the Meeting (the “Record Date”). Only shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment or postponement thereof.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please exercise your right to vote by completing and returning the accompanying form of proxy and deposit it with Computershare Trust Company of Canada. Proxies must be completed, dated, signed and returned to Computershare Trust Company of Canada, Proxy Department, at 8th Floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1 by 12:00 p.m. (EDT) on June 22, 2020, or if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the date to which

the Meeting is adjourned or postponed. Telephone voting can be completed at 1-866-732-8683, voting by fax can be sent to 1-866-249-7775 or 416-263-9524 and Internet voting can be completed at [www.investorvote.com](http://www.investorvote.com).

Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion and the Chairman of the Meeting is under no obligation to accept or reject any particular late proxy. The Chairman of the Meeting may waive or extend the proxy cut-off without notice.

If you are a non-registered shareholder, please follow the instructions from your bank, broker or other financial intermediary for instructions on how to vote your shares.

DATED at Vancouver, British Columbia, this 13<sup>th</sup> day of May, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

*/s/ Keith J. Henderson*

Keith J. Henderson  
President, Chief Executive Officer  
and Director