



## **NEW ENERGY METALS CORP.**

610 – 700 West Pender Street  
Vancouver, British Columbia Canada V6C 1G8  
Tel: 1-888-440-4601

### **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS AND AVAILABILITY OF MEETING MATERIALS**

#### **TO: THE BENEFICIAL SHAREHOLDERS OF NEW ENERGY METALS CORP.**

You are receiving this notification as New Energy Metals Corp. (the “**Company**”) is using the notice and access provisions under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**Notice and Access**”) for the delivery to non-registered shareholders of the Company (“**Beneficial Shareholders**”) of its Notice of Meeting and Management Information Circular (the “**Meeting Materials**”) for its Annual General and Special Meeting to be held on Tuesday, May 23, 2023 (the “**Meeting**”).

The Company has elected to use the Notice and Access for the Meeting in respect of mailings to its Beneficial Shareholders but not in respect of mailings to its registered shareholders. Registered shareholders will receive a paper copy of the Meeting Materials and a Form of Proxy whereas Beneficial Shareholders will receive this Notice and Access Notification and a Voting Instruction Form.

This notification provides details of the date, time and place of the Meeting including the matters to be voted on, and instructions on how to access the Meeting Materials electronically, or obtain a paper copy of the Meeting Materials.

#### **HOW TO ACCESS THE MEETING MATERIALS**

The Meeting Materials can be viewed online under the Company’s profile at [www.sedar.com](http://www.sedar.com) or on the Company’s website at <https://new-enrg.com/2023-agm/>.

You can obtain a paper copy of the Meeting Materials, free of charge, by

1. calling the Company at toll-free at 1-888-440-4601; or
2. sending an email to: [silvana@mosamventures.com](mailto:silvana@mosamventures.com), by providing your name and mailing address.

If you wish to receive a paper copy of the Meeting Materials, they will be sent within three business days of your request, if such requests are made before the Meeting date. To ensure you receive the material in advance of the voting deadline and meeting date, your request should be provided to the Company as soon as possible.

#### **MEETING DATE AND LOCATION**

The Meeting will be held on Tuesday, May 23, 2023, at 10 o’clock am (Pacific Time) at the Suite 610 – 700 West Pender Street, Vancouver, British Columbia V6C 1G8.

## **MATTERS TO BE VOTED ON AT THE MEETING**

At the Meeting, shareholders will be asked to vote on the following:

1. **Financial Statements** – To receive the audited consolidated financial statements of the Company for the financial year ended June 30, 2022, together with the report of the Auditors thereon. See “**Financial Statements**” as more particularly described in the Information Circular prepared for the Meeting;
2. **Number of Directors** – To set the number of directors of the Company at three. See “**Fix Number of Directors**” as more particularly described in the Information Circular prepared for the Meeting;
3. **Election of Directors** – To elect directors of the Company for the ensuing year. At the Meeting, three individuals are proposed to be elected to the Board. See “**Election of Directors**” as more particularly described in the Information Circular prepared for the Meeting;
4. **Appointment of Auditor** – To appoint Smythe LLP, Chartered Professional Accountants, as Auditor of the Company for the ensuing year and authorizing the directors to fix their remuneration. See “**Appointment of the Auditor**” as more particularly described in the Information Circular prepared for the Meeting;
5. **Omnibus Equity Incentive Plan** – To consider and, if thought fit, to approve the adoption of the Company’s 2023 Omnibus Equity Incentive Plan. See “**Approval of the 2023 Omnibus Equity Incentive Plan**” as more particularly described in the Information Circular prepared for the Meeting; and
6. **Other Business** – To transact such other business as may properly come before the Meeting or any adjournments thereof. See “**Other Business**” as more particularly described in the Information Circular prepared for the Meeting.

## **VOTING**

**You cannot vote by returning this notice.**

Registered Holders are asked to return their proxies using the following methods by the proxy deposit date noted on your proxy, which is by 9AM Pacific Time on Thursday, May 18, 2023:

<b>ONLINE:</b>	Go to <a href="http://www.eproxy.ca">www.eproxy.ca</a> and follow the instructions.
<b>EMAIL:</b>	Send to <a href="mailto:proxy@endeavortrust.com">proxy@endeavortrust.com</a>
<b>FACSIMILE:</b>	Fax to Endeavor Trust Corporation. at 604-559-8908.
<b>MAIL:</b>	Complete the form of proxy or any other proper form of proxy, sign it and mail it to: Endeavor Trust Corporation Suite 702, 777 Hornby Street, Vancouver, BC V6Z 1S4

Beneficial Holders are asked to return their voting instructions using the following methods at least one business day in advance of the proxy deposit date noted on your voting instruction form:

<b>INTERNET:</b>	Go to <a href="http://proxyvote.com">proxyvote.com</a> and follow the instructions.
<b>MAIL:</b>	Complete the voting instruction form, sign it and mail it in the envelope provided.

***PLEASE REVIEW THE MEETING MATERIALS BEFORE VOTING.***

**QUESTIONS**

Beneficial Shareholders with questions about Notice and Access can contact the Company through its toll-free number at 1-888-440-4601 or by email at [silvana@mosamventures.com](mailto:silvana@mosamventures.com).

DATED at Vancouver, British Columbia, this 6<sup>th</sup> day of April, 2023.

**BY ORDER OF THE BOARD OF DIRECTORS,**

*(signed) "Rishi Kwatra"*

Rishi Kwatra  
Chief Executive Officer