



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of the shareholders of **QMC Quantum Minerals Corp.** (the “**Company**”) will be held at Suite 440, 755 Burrard Street, Vancouver, British Columbia, on **Wednesday, August 10, 2022**, at 10:00 a.m. (Vancouver time) (the “**Meeting**”), for the following purposes:

1. To receive the audited annual financial statements of the Company for the years ended August 31, 2021 and August 31, 2020, together with the auditor’s report thereon.
2. To set the number of directors of the Company at three for the ensuing year.
3. To elect directors of the Company for the ensuing year.
4. To appoint Sam Mah, Chartered Professional Accountant, as the Auditor of the Company for the ensuing year and authorize the directors to fix their remuneration.
5. To consider and if thought advisable, to pass, with or without amendment, an ordinary resolution approving the Company’s Long-Term Incentive Plan (“LTIP”), as more particularly described in the attached management information circular of the Company dated June 27, 2022 (the “Circular”).
6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The details of all matters proposed to be put before Shareholders at the Meeting are set forth in the Circular accompanying this Notice of Meeting. At the Meeting, shareholders will be asked to approve each of the foregoing items. The Board of Directors has set June 27, 2022 as the record date for determining the shareholders entitled to receive notice of and vote at the Meeting.

In light of the ongoing public health concerns related to the COVID-19 pandemic and for the health and safety of our shareholders, employees, advisors and other stakeholders, we strongly encourage Shareholders to vote in advance of the Meeting by proxy instead of attending the Meeting in person.

If you are a registered Shareholder, 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 10:00 a.m. (Vancouver time) on August 8, 2022, 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.



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.

NOTICE-AND-ACCESS

The Company has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 (the "Notice-and-Access Provisions") for the Meeting. The Notice-and-Access provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to Shareholders by allowing the Company to post the Circular and any additional materials online.

Shareholders will still receive this Notice of Meeting and a form of proxy and may choose to receive a paper copy of the Circular. The Company will not use the procedure known as "stratification" in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

Please review the Circular carefully and in full prior to voting as the Circular has been prepared to help you make an informed decision on the matters to be acted upon. The Circular is available under the Company's profile on SEDAR at www.sedar.com and at: <https://qmcm minerals.com/agm>

Any Shareholder who wishes to receive a paper copy of the Circular should contact the Company at 440 – 755 Burrard Street, Vancouver, British Columbia, Canada, or by toll-free telephone at 1-800-482-7560. Shareholders may also use the toll-free number to obtain additional information about the Notice-and-Access Provisions.

In order to ensure that a paper copy of the Circular can be delivered to a requesting Shareholder in time for such shareholder to review the Circular and return a voting instruction form or proxy prior to the deadline, it is strongly suggested that a Shareholder ensure their request is received no later than **July 25, 2022**.

DATED at Vancouver, British Columbia this 27th day of June, 2022.

ON BEHALF OF THE BOARD OF DIRECTORS

Balraj Mann

Chief Executive Officer and President