

# SCANDIUM INTERNATIONAL

MINING CORP.

## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general meeting of shareholders (the “**Meeting**”) of Scandium International Mining Corp. (the “**Company**”) will be held on **Thursday, June 3, 2021 at 10:00 a.m. (Pacific Standard Time)** for the following purposes:

1. to receive the audited financial statements of the Company for its fiscal year ended December 31, 2020 and the report of the auditors thereon;
2. to fix the number of directors at seven (7);
3. to elect directors of the Company for the ensuing year;
4. to re-appoint Davidson & Company LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year, and to authorize the directors to fix the auditors’ remuneration;
5. to approve all unallocated entitlements under the Company’s stock option plan; and
6. to transact any other business which may properly come before the Meeting, or any adjournment thereof.

The Meeting will be deemed to be held at Suite at #1200 – 750 West Pender Street, Vancouver, British Columbia, Canada; however, **the Meeting will be held by video conference only. You will not be able to attend the Meeting in person.** Registered shareholders and validly appointed proxyholders may attend the Meeting by contacting Harry de Jonge at 775-591-4518 to obtain a web link that will permit them to attend the Meeting by video conference.

The Board of Directors has fixed April 20, 2021 as the record date for determining shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournment or postponement thereof. Only shareholders of record at the close of business on that date will be entitled to notice of and to vote at the Meeting.

Accompanying this notice of Meeting is the Information Circular, a form of proxy (“**Proxy**”) or voting instruction form (“**VIF**”), and a request card for use by shareholders who wish to receive the Company’s interim and/or annual financial statements. The Information Circular includes more detailed information relating to the matters to be considered at the Meeting and forms part of this Notice.

**This year, as part of our corporate social responsibility in response to COVID-19, and in order to mitigate potential risks to the health and safety of our shareholders, employees, communities and other stakeholders, the Company will not be permitting in person voting at the Meeting, and shareholders must vote by proxy in advance of the Meeting in order to have their votes counted.** Registered shareholders who wish to have their vote counted at the Meeting must complete and deliver the accompanying form of proxy, or another suitable form of proxy in accordance with the instructions set out in the form of proxy and in the Information Circular.

**Non-registered shareholders must follow the instructions set out in the form of Proxy or VIF to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.**

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining and depositing the required form of Proxy, you should contact Computershare Investor Services Inc. by telephone at 1-800-564-6253 (toll free in North America), by fax at 1-866-249-7775 or by e-mail at [service@computershare.com](mailto:service@computershare.com).

DATED at Vancouver, British Columbia, this 20<sup>th</sup> of April 2021.

ON BEHALF OF THE BOARD OF DIRECTORS

“George Putnam”  
PRESIDENT & CEO

**Please submit the accompanying Proxy or Voting Instruction Form well in advance of the voting deadline of 10:00 a.m. (PST) on June 1, 2021 or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time to which the Meeting may be adjourned or postponed. In person voting will not be permitted at the Meeting due to the COVID-19 pandemic. The accompanying Information Circular provides further information respecting proxies and the matters to be considered at the Meeting and is deemed to form part of this notice of Meeting.**

*These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions. If you are a non-registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials 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.*