



NUINSCO RESOURCES LIMITED

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting of the shareholders (the “**Meeting**”) of Nuinsco Resources Limited (the “**Corporation**”) will be held on Wednesday, June 26, 2019, at 4:00 p.m. (Toronto time), at WeirFoulds LLP, 4100-66 Wellington St., TD Bank Tower, Toronto, Ontario, for the following purposes:

- (1) to receive the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2018, together with the report of the auditors thereon;
- (2) to appoint auditors and to authorize the directors to fix their remuneration;
- (3) to elect directors;
- (4) to consider and, if thought appropriate, pass a special resolution authorizing the board of directors of the Corporation, in its sole discretion, to consolidate the common shares of the Corporation at a ratio of up to ten (10) pre-consolidation common shares for one (1) post-consolidation common share, and to amend the Corporation’s articles accordingly, as described in further detail under the heading “Business to be Conducted at the Meeting – Special Business – Consolidation of Common Shares” in the accompanying Management Information Circular;
- (5) to transact such further and other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Reference is made to the attached Management Information Circular which sets forth a description of the matters referred to in items (2) to (4) above.

Only holders of Common Shares of the Corporation of record on May 17, 2019 are entitled to notice of, and to vote at, the Meeting.

NOTICE-AND-ACCESS

Notice is also hereby given that the Corporation has decided to use the notice-and-access method of delivery (“**Notice-and-Access**”) of Meeting Materials (as defined below) for the Meeting. Notice-and-Access allows the Corporation to deliver the Meeting Materials over the internet in accordance with the Notice-and-Access rules adopted by the Ontario Securities Commission under National Instrument 54-101-*Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under the Notice-and-Access system, Shareholders still receive a proxy or voting instruction form (as applicable) enabling them to vote at the Corporation’s meeting. However, instead of a paper copy of the Management Information Circular, the annual financial statements and related management’s discussion and analysis and other information (the “**Meeting Materials**”), Shareholders receive this notification with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing materials to Shareholders. **Shareholders are reminded to view the Meeting Materials prior to voting.**

WEBSITES WHERE MEETING MATERIALS ARE POSTED

Materials can be viewed online under the Corporation’s profile at www.sedar.com or on the Corporation’s website at <http://nuinsco.ca/investors/financial-reporting/>. The Corporation will not use procedures known as “stratification” in relation to the use of Notice-and-Access provisions. Stratification occurs when a reporting issuer

using Notice-and-Access provides a paper copy of the Management Information Circular to some shareholders with this notice.

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Registered holders or beneficial owners may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the Corporation's website. In order to receive a paper copy of the Meeting Materials or if you have questions concerning Notice-and-Access, please call 1-833-363-8527.

Requests should be received by June 14, 2019 in order to receive the Meeting Materials in advance of the meeting date.

As a substantial representation of the Corporation's shareholders is desired, shareholders who are unable to attend the Meeting in person, are requested to date, sign and return the form of proxy in accordance with the instructions provided therein and in the Management Information Circular.

A proxy will not be valid unless it is deposited at the offices of Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, Canada, M5J 2Y1, facsimile within North America 1-866-249-7775 and outside North America (416) 263-9524, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof. If you are able to attend the Meeting or any adjournment thereof, sending your proxy will not prevent you from voting in person.

DATED at Toronto, Ontario this 15th day of May, 2019.

By Order of the Board of Directors

(Signed) "René R. Galipeau"

René R. Galipeau
Chair