

# CARTIER IRON CORPORATION

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the Annual and Special Meeting (the "**Meeting**") of shareholders of CARTIER IRON CORPORATION (the "**Corporation**") will be convened on Thursday, the 28<sup>th</sup> day of June, 2018, at 11:00 a.m., Toronto time, at the offices of the Corporation, Suite 200, 20 Adelaide Street East, Toronto, Ontario M5C 2T6, and at any adjournment thereof for the following purposes:

1. to receive and consider the financial statements of the Corporation for the year ended December 31, 2017 and 2016, together with the auditors' report thereon;
2. to pass, with or without variation, a resolution reappointing RSM Canada LLP, Chartered Accountants, as the auditors of the Corporation and authorizing the directors to fix the terms of engagement and remuneration for such auditors;
3. to elect as directors for the forthcoming year the nominees proposed by the management of the Corporation in the accompanying management information circular;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve the issuance of Common Shares of the Corporation to certain related parties who are officers of the Company to settle outstanding amounts owed to the related parties by the Corporation, of which the details and the full text of the resolution are set out in the attached management information circular; and
5. to transact such further or other business as may properly come before the Meeting or any adjournment thereof.

The details of the matters proposed to be put before the Meeting are set forth in the management information circular accompanying this Notice, which is supplemental to and expressly made a part of this Notice. Shareholders of record as of the close of business on May 22, 2018 (the "**Record Date**") will be entitled to vote at the Meeting and at any adjournment or adjournments thereof.

**DATED** at the City of Toronto, in the Province of Ontario, as of the 30<sup>th</sup> day of May, 2018.

By Order of the Board of Directors of  
**CARTIER IRON CORPORATION**

*"Thomas Larsen"*

Thomas Larsen

Chief Executive Officer and Director

**SHAREHOLDERS WHO ARE UNABLE TO ATTEND THE MEETING ARE REQUESTED TO COMPLETE, DATE AND SIGN THE ENCLOSED FORM OF PROXY OR OTHER APPROPRIATE FORM OF PROXY AND RETURN IT TO THE CORPORATION'S TRANSFER AGENT, TSX TRUST COMPANY, 301 - 100 ADELAIDE STREET WEST, TORONTO ON M5H 4H1, FACSIMILE: (416) 595-9593 SUCH THAT IT IS RECEIVED AT LEAST 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND STATUTORY HOLIDAYS IN THE PROVINCE OF ONTARIO) PRIOR TO THE COMMENCEMENT OF THE MEETING OR ANY ADJOURNMENT THEREOF, IN DEFAULT OF WHICH IT MAY BE TREATED AS INVALID, ALTHOUGH THE CHAIRMAN OF THE MEETING HAS THE DISCRETION TO ACCEPT PROXIES FILED LESS THAN 48 HOURS PRIOR TO THE COMMENCEMENT OF THE MEETING, OR ANY ADJOURNMENT THEREOF. IN ORDER TO BE REPRESENTED BY PROXY, SHAREHOLDERS MUST COMPLETE AND SUBMIT THE ENCLOSED FORM OF PROXY OR OTHER APPROPRIATE FORM OF PROXY.**