

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 (the "**Shareholders**") of CARTIER IRON CORPORATION (the "**Corporation**") will be held in a virtual-only format, which will be conducted via live audio webcast available online using <https://virtual-meetings.tsxtrust.com/1166> on Wednesday, June 30, 2021, at 2:00 pm EDT (Toronto time) for the following purposes:

1. to receive and consider the financial statements of the Corporation for the years ended December 31, 2020 and 2019, together with the auditors' report thereon;
2. to pass, with or without variation, a resolution reappointing RSM Canada LLP, Chartered Professional 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 pass, with or without variation, a special resolution to amend the Articles of the Corporation to consolidate the issued and outstanding common shares of the Corporation (the "**Consolidation**") by changing each one of the issued and outstanding common shares of the Corporation into such a fraction of a common share of the Corporation as is determined by the board of directors, provided, however, that such fraction shall not be smaller than one-fifth (0.20) of a common share and, in connection with such Consolidation, to change the name of the Corporation to a name determined by the board of directors, all as more particularly described in the accompanying 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 ("**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 28, 2021 (the "**Record Date**") will be entitled to vote at the Meeting and at any adjournment or adjournments thereof.

In order to proactively deal with the unprecedented public health impacts of COVID-19 and to mitigate risks to the health and safety of our communities, Shareholders and other stakeholders, and to ensure compliance with local laws or order restricting the size of public gatherings in response to COVID-19, the Company will hold the Meeting as a virtual-only shareholders meeting with participation electronically.

Shareholders of the Company will not be able to attend the Meeting in person. At the virtual Meeting, registered Shareholders of the Company and duly appointed proxyholders will have an opportunity to participate, to ask questions, and to vote, all in real time, at the Meeting through an online portal. Non-registered Shareholders must carefully follow the procedures set out in the Circular in order to vote virtually and ask questions through the live audiocast. Guests, including non-registered Shareholders who have not been duly appointed as proxyholders, can log into the virtual Meeting as a guest. Guests may listen to the Meeting but will not be entitled to vote or ask questions during the Meeting.

This Notice is accompanied by a form of proxy (the "**Proxy**") and the Circular. The Company has also sent the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2020 and related management's discussion and analysis to those shareholders who have previously requested these been sent to them in connection with the Meeting.

In order to ensure as many common shares of the Company as possible are represented at the Meeting, the Company strongly encourages registered shareholders to complete the enclosed Proxy and return it as soon as possible in accordance with the instructions set out in the accompanying Circular. Shareholders who do not hold their common shares in their own name are strongly encouraged to complete the voting instruction forms received from the Company or their broker as soon as possible and to follow the instructions set out in the accompanying Circular.

Please review the enclosed Circular and date, sign and return the enclosed Proxy to the Company's transfer agent, TSX Trust Company. **To be effective, the Proxy must be delivered by facsimile to (416) 595-9593 or mailed so as to reach or be deposited with the Secretary of the Company, c/o TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario, Canada M5H 4H1, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario), prior to the time set for the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.**

The persons named in the enclosed Proxy are directors or officers of the Company. Each Shareholder has the right to appoint a proxyholder other than such persons, who need not be a Shareholder, to act for such Shareholder and on such Shareholders behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.

DATED at the City of Toronto, in the Province of Ontario, as of the 31st day of May, 2021.

By Order of the Board of Directors of
CARTIER IRON CORPORATION

Thomas Larsen

Thomas Larsen
Chief Executive Officer and Director