



Suite 2101 – 1455 Howe Street  
Vancouver, BC, V6Z 1R9 Canada

### **NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

Notice is hereby given that the Special Meeting (the “**Meeting**”) of the shareholders of **Jager Metal Corp.** (the “**Corporation**”) will be held on Wednesday, January 15, 2014, at the Main Floor Boardroom, 1455 Howe Street, Vancouver, British Columbia, Canada, at 11:00 a.m. (local time in Vancouver, BC) for the following purposes:

1. To consider and, if thought fit, pass a special resolution authorizing the Corporation’s common shares to be subdivided on the basis of one (1) old share for four (4) new shares, or such lesser subdivided ratio, as more particularly described in the accompanying information circular;
2. To consider and, if thought fit, pass a special resolution authorizing the Corporation to alter its Notice of Articles to remove the application of the pre-existing company provisions and to adopt new Articles of the Corporation, as more particularly described in the accompanying information circular; and
3. To approve such other business as may properly come before the Meeting and any adjournments or postponements thereof.

Accompanying this Notice of Meeting is an Information Circular and a form of Proxy. The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Only shareholders of record as of 5:00 pm (Vancouver time) on December 16, 2013, the record date for the Meeting, will be entitled to receive notice of the Meeting and to attend and vote at the Meeting or any adjournments or postponement thereof.

If you are a *registered Shareholder* of the Corporation you may attend the Meeting in person or be represented by proxy. If you are a registered Shareholder of the Corporation and unable to attend the Meeting in person, please complete, sign, date and return the enclosed form of proxy in the addressed envelope enclosed to Olympia Trust Company (“Olympia”), at the Proxy Department, Suite 1003, 750 West Pender Street, Vancouver, BC, V6C 2T8, , in the envelope provided for that purpose or, by fax:

(604).484.8638, e-mail: [proxy@olympiatrust.com](mailto:proxy@olympiatrust.com) or on the Internet:

<https://secure.olympiatrust.com/proxy/> . For questions regarding the voting procedures please contact Olympia Trust at (604). 484.8637 or [proxy@olympiatrust.com](mailto:proxy@olympiatrust.com). Duly completed forms of proxy must be received or a vote over the internet must be submitted no later than forty-eight hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting, being 11:00 a.m. (Vancouver time) on January 15, 2014, or any adjournments or postponements thereof, unless the chairman of the Meeting elects to exercise his discretion to accept proxies subsequently received.

If you are a *non-registered Shareholder* of the Corporation you should complete and return the voting instruction form or other authorization provided to you by your broker, investment dealer, trust company or other intermediary in accordance with the instructions provided therein. **If you are a non-registered Shareholder and do not complete and return the materials in accordance with such instructions, you may lose the right to have your common shares voted at the Meeting.**

**If you do not vote, or do not instruct your broker, investment dealer, bank, trust company or other intermediary how to vote, you will not be considered to be represented by proxy for the purpose of voting.** Shares represented by a properly executed proxy will be voted on any ballot that may be conducted at the Meeting in accordance with your instructions and, if you specify a choice with respect to any matter to be acted upon, your common shares shall be voted accordingly. In the absence of instructions your common shares will be voted FOR each of the matters referred to in the proxy.

DATED at Vancouver, British Columbia, the 16<sup>th</sup> day of December, 2013.

**BY ORDER OF THE BOARD OF JAGER METAL CORP.**

*"Karl Antonius"*

President & CEO