

# MINEWORX TECHNOLOGIES LTD.

## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

The annual general meeting of shareholders ("**Meeting**") of Mineworx Technologies Ltd. ("**Corporation**") will be held on Wednesday, November 1, 2017 at the offices of DLA Piper LLP, Suite 1000, 250 - 2<sup>nd</sup> Street SW, Calgary, Alberta at 11:00 AM MDT in order to:

1. receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2016, and the report of the auditor thereon, and the unaudited financial statements of the Corporation for the interim period ended June 30, 2017;
2. fix the number of directors to be elected at the Meeting at six;
3. elect the nominated directors being: Greg Pendura, Akiva Borenstein, Darcy Thiele, Brent Fleischhacker, Rick Purdy and Duane Nelson;
4. appoint the auditor and authorize the directors to fix the auditor's remuneration;
5. transact any other business as may be properly brought before the Meeting or any adjournment.

The specific details of the matters proposed to be put before the Meeting are set forth in the Management Information Circular accompanying this notice.

If you are a registered shareholder and are unable to attend the Meeting in person, date and sign the enclosed form of proxy and deliver to Computershare Trust Company, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 or fax to 1-866-249-7775 or vote through the Internet or vote by telephone. In order to be valid and acted upon at the Meeting, the form of proxy must be voted not less than 48 hours, excluding Saturdays, Sundays and holidays, before the time fixed for holding the Meeting or any adjournment.

***If you are a beneficial shareholder of the Corporation and received these materials through your broker or through another intermediary, please complete and return the voting information form in accordance with the instructions provided to you by your broker or by the intermediary.***

Only Shareholders of record at the close of business on September 27, 2017 will be entitled to vote at the Meeting, unless that Shareholder has transferred any shares subsequent to that date and the transferee Shareholder, not later than 10 calendar days before the Meeting, establishes ownership of the shares and demands that the transferee's name be included on the list of Shareholders.

Dated this 27th day of September 2017

BY ORDER OF THE BOARD OF DIRECTORS

"Greg Pendura"

Greg Pendura

Chairman of the Board of Directors