

TALMORA DIAMOND INC.

NOTICE OF ANNUAL AND GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Talmora Diamond Inc. (the “**Corporation**”) will be held at 18 King Street East, Suite 902, Toronto, Ontario M5H 1C4 on Wednesday, June 24, 2020 at 11:00 a.m. (Toronto time) for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the year ended December 31, 2019 together with a report of the auditors thereon;
2. To elect the directors of the Corporation of the ensuing year;
3. To appoint UHY McGovern Hurley LLP, Chartered Professional Accountants as the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
4. To transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying management information circular.

Given the evolving situation regarding the unprecedented Public health concerns related to the global COVID-19, the Company encourages all shareholders to vote by proxy. Shareholders are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof.

Shareholders may participate in the meeting and ask questions, via conference call using the following conference call numbers:

- Steps to Conference Call: Via Global Crossing
- | | |
|--|---------------|
| 1. Dial (Ready Access No. – if calling from within <u>North America</u>): | 800-747-5150 |
| Dial (Ready Access No. – if calling from within <u>Ireland</u>): | 1-800-719-951 |
| 2. Enter (Access Code): | 3840022 |
| Dial: *0 (at any time to reach a Customer Service Operator) | |

To be effective, the enclosed form of proxy must be mailed or faxed so as to reach or be deposited with the Corporation c/o of Talmora Diamond Inc. at 6 Willowood Court, Toronto, Ontario, M2J 2M3, Fax: 416.499.5187 or Computershare Investor Services Inc., Proxy Dept., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, Fax: 888.453.0330 not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

DATED at Toronto, Ontario this 20th day of May, 2020.

BY ORDER OF THE BOARD

(Signed): “*Raymond Davies*”

**RAYMOND DAVIES – PRESIDENT AND
CHIEF EXECUTIVE OFFICER**