

**SPEARMINT RESOURCES INC.**  
**NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING**  
**OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an annual and special general meeting (the “**Meeting**”) of shareholders of Spearmint Resources Inc. (the “**Company**”) will be held at 900 – 885 West Georgia Street, Vancouver, British Columbia V6C 3H1, on Monday, September 8, 2014, at the hour of 11:00 a.m. (Vancouver time) for the following purposes:

1. To receive the financial statements of the Company for the fiscal year ended January 31, 2014, and the report of the auditors thereon.
2. To set the number of directors for the ensuing year at 3.
3. To elect directors.
4. To appoint auditors and to authorize the directors to fix the remuneration of the auditors.
5. To consider and, if thought fit, pass a resolution approving the Company’s incentive stock option plan, as more particularly described in the accompanying information circular (the “**Circular**”).
6. Pursuant to an order (the “**Interim Order**”) dated August 8, 2014, of the Supreme Court of British Columbia to consider and, if thought fit, pass a resolution (the “**Arrangement Resolution**”) to approve an arrangement (the “**Arrangement**”) under section 288 of the *Business Corporations Act* (British Columbia) involving the Company and Spinco, the full text of which resolution is set out in Schedule A to, and all as more particularly described in, the Circular.
7. To consider other matters, including without limitation such amendments or variations to any of the foregoing resolutions, as may properly come before the Meeting or any adjournment thereof.

The texts of the Arrangement Resolution and the agreement in respect of the Arrangement are set forth in Schedule A and Schedule B, respectively, to the Circular.

Only holders of record of common shares of the Company at the close of business on August 1, 2014, will be entitled to vote in respect of the matters to be voted on at the Meeting or any adjournment thereof.

Your vote is important regardless of the number of common shares of the Company you own. Shareholders who are unable to attend the Meeting in person are asked to sign, date and return the enclosed form of proxy relating to the common shares of the Company held by them in the envelope provided for that purpose.

To be effective, the proxy must be duly completed and signed and then deposited with either the Company’s registrar and transfer agent, Computershare Investor Services Inc., 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9 before 11:00 a.m. (Vancouver time) on September 4, 2014, or if the Meeting is adjourned or postponed, before 11:00 a.m. (Vancouver time) on the day that is at least two business days preceding the date of the reconvening of any adjourned or postponed meeting.

Pursuant to the Interim Order, holders of common shares of the Company have been granted the right to dissent against the Arrangement Resolution and to be paid the fair value of their common shares of the Company in respect of the Arrangement Resolution in accordance with the terms of the Interim Order and section 238 of the *Business Corporations Act* (British Columbia). This right is described in the Circular under the heading "*Rights of Dissent*". Registered shareholders have the right to dissent with respect to the Arrangement Resolution and if the Arrangement Resolution becomes effective, to be paid the fair value of their common shares in accordance with the provisions of sections 237 to 247 of the *Business Corporations Act* (British Columbia) (the "BCBCA") as modified by the Interim Order, Final Order and the Plan of Arrangement. These dissent rights are described in the accompanying Circular and a copy of the dissent rights are attached as Schedule E to the Circular. Failure to strictly comply with the requirements set forth in sections 237 to 247 of the BCBCA as may be modified by the Interim Order, Final Order and the Plan of Arrangement may result in the loss or unavailability of the right of dissent. A dissenting shareholder must send a written objection to the Arrangement Resolution, which written objection must be received by the Company c/o 800 – 885 West Georgia Street, Vancouver, B.C. V6C 3H1, Attention: Conrad Clemis, on or prior to 11:00 a.m. (Vancouver time) on September 4, 2014.

Persons who are beneficial owners of common shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only registered shareholders are entitled to dissent. Accordingly, a beneficial owner of common shares seeking to exercise the right to dissent must make arrangements for the common shares beneficially owned by such holder to be registered in the holder's name prior to the time the written objection to the Arrangement Resolution is required to be received by or, alternatively, make arrangements for the registered holder of such common shares to dissent on behalf of the holder. The right to dissent is not available to holders of options or warrants of the Company.

DATED at Vancouver, British Columbia, this 8th day of August, 2014.

**Spearmint Resources Inc.**

**By Order of the Board**

*"Conrad Clemis"*

Conrad Clemis,  
President, Chief Executive Officer and  
Corporate Secretary