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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the 2016 Annual General and Special Meeting (the “**Meeting**”) of the shareholders of **SPEARMINT RESOURCES INC.** (the “**Company**”) will be held at Suite 900, 885 West Georgia Street, Vancouver, British Columbia V6C 3H1, on **Friday, November 18, 2016** at 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the financial statements of the Company for the financial year ended January 31, 2016, and the accompanying report of the auditors;
2. to appoint auditors for the fiscal year ending January 31, 2017 and to authorize the directors to fix their remuneration;
3. to determine and set the number of directors of the Company at three (3) for the ensuing year;
4. to appoint, individually, Conrad Clemiss, James Nelson and Gregory Thomson as directors of the Company for the ensuing year;
5. to approve the Company’s incentive stock option plan;
6. to consider and, if thought fit, to approve a special resolution to adopt new articles for the Company (the “**New Articles**”) which would replace the Company’s current Articles (the “**Existing Articles**”), as described in the accompanying Information Circular;
7. to consider, and if thought fit, to approve a special resolution to include certain advance notice provisions for the nomination of directors by shareholders in certain circumstances to the New Articles or the Existing Articles (as applicable), as described in the accompanying Information Circular; and
8. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Board of directors of the Company has fixed October 12, 2016 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Computershare Investor Services Inc., 3rd Floor, 510 Burrard Street, Vancouver, British Columbia V6C 3B9 at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, as of this 17th day of October, 2016.

BY ORDER OF THE BOARD

“Conrad Clemiss”
Conrad Clemiss
Chief Executive Officer, Secretary and Director