

FAIRMONT RESOURCES INC.
Suite 820 – 1130 West Pender Street
Vancouver, BC V6E 4A4
Telephone: (647) 477-2382

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Fairmont Resources Inc. (the “**Company**”) will be held at 1 Adelaide Street East, Suite 801 Toronto, Ontario, on Friday, September 21, 2018, at 10:00 a.m. (Toronto time) for the following purposes:

1. to set the number of directors of the Company for the ensuing year at four (4) persons;
2. to elect Harvey McKenzie, Michael Lerner, Balu Gopalakrishnan and Binyomin Posen as directors of the Company to hold office until the next annual general meeting of the Company, or until such time as their successors are duly elected or appointed in accordance with the Company’s constating documents;
3. to appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as the auditors of the Company until the next annual meeting of the Company and to authorize the directors of the Company to fix the remuneration to be paid to the auditors;
4. to receive the audited financial statements of the Company for the financial year ended October 31, 2017 and the accompanying report of the auditors;
5. to consider and, if deemed appropriate, to pass, with or without variation, pass an ordinary a resolution reaffirming the Company’s 10% rolling Stock Option Plan as described in the accompanying management information circular dated August 17, 2018 (the “**Circular**”);
6. to consider and, if deemed appropriate, to pass a special resolution authorizing and approving the consolidation of the issued and outstanding common shares in the capital of the Company (the “**Common Shares**”) on the basis of a ratio within the range of one (1) post-consolidation Common Share for every existing two (2) pre-consolidation Common Shares to a maximum of ten (10) pre-consolidation Common Shares issued and outstanding immediately prior to the consolidation, with the final ratio to be determined by the board of directors of the Company (the “**Board**”), in its sole discretion, effective for twelve (12) months from the date of such approval, as more particularly set forth in the accompanying Circular;
7. to consider and, if deemed appropriate, to pass, with or without variation, a resolution authorizing the Company to voluntarily delist the Common Shares from the TSX Venture Exchange (the “**TSXV**”) as more particularly set forth in the accompanying Circular;
8. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution to adopt new Articles for the Company, as more particularly set forth in the accompanying Circular;
9. to consider and, if deemed appropriate, to pass with or without variation a special resolution approving the disposition by the Company of substantially all of its assets, consisting of the settlement of certain outstanding debts in exchange for the Option Property (as defined in the accompanying Circular), as more particularly set forth in the accompanying Circular; and
10. to consider any permitted amendment to or variation of any matter identified in this Notice of Annual General and Special Meeting of Shareholders (this “**Notice**”) and to transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying 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 Company's board of directors has fixed August 17, 2018 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 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, TSX Trust Company, 200 University Avenue, Suite 300, Toronto, ON M5H 4H1 no later than September 19, 2018 at 10:00 a.m.

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, 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 (the "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 17th day of August, 2018.

By Order of the Board of FAIRMONT RESOURCES INC.

"Michael Lerner"

Michael Lerner
President and CEO