

**55 NORTH MINING INC.**  
401 Bay Street, Suite 2702  
Toronto, Ontario, M5H 2Y4

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON MAY 16, 2019**

**NOTICE** is hereby given that the annual and special meeting (“**Meeting**”) of the holders of common shares (the “**Common Shares**”) of 55 North Mining Inc. (the “**Company**”) will be held in Toronto Ontario, at 401 Bay Street, Suite 2702, on the 16<sup>th</sup> day of May 2019, at 11:00 a.m. (Toronto time) for the following purposes:

- 1) to receive the audited financial statements of the Company for the financial year ending December 31, 2018 and the auditors reply thereon;
- 2) to elect the directors of the Company to hold office until the next annual meeting of the shareholders (“**Shareholders**”) of the Company or until their successors are elected or appointed;
- 3) to re-appoint Scarrow & Donald LLP, as auditor of the Company for the ensuing year and authorize the directors to fix the auditor's remuneration;
- 4) to consider, and if thought appropriate, to pass, with or without variation, a resolution to approve a non-brokered private placement financing as more particularly described in the Circular (the “**Transaction Resolution**”);
- 5) to consider, and if thought appropriate, to pass, with or without variation, a special resolution to approve the sale of the Company’s interest in the Tully Property, as more particularly described in the Circular;
- 6) to consider, and, if thought appropriate, to pass, with or without variation, a resolution, to approve the proposed delisting of common shares of the Company from the TSX Venture Exchange (the “**TSXV**”) and concurrent relisting of the common shares of the Company on the Canadian Securities Exchange (the “**CSE**”) as more particularly described in the Circular;
- 7) to consider, and if thought appropriate, to pass, with or without variation, a resolution to re-approve the Company’s stock option plan;
- 8) to consider, and if thought appropriate, pass a special resolution, with or without variation, amending the articles of incorporation of the Company to change the Company’s name to such name as the directors may determine and may be acceptable to applicable regulatory authorities as more particularly described in the Circular; and
- 9) to transact such other business as may properly come before the Meeting or any adjournment thereof.

A copy of the Management Information Circular dated April 15, 2019 (the “**Circular**”) and a form of proxy (“**proxy**”) for the Meeting accompany this Notice.

**The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is April 16, 2019 (the “Record Date”). Shareholders of the Company whose names have been entered in the register of Shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting.**

A registered shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, execute and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with TSX Trust Company 301-100 Adelaide Street West, Toronto, Ontario, M5H 4H1 or by email to [tmxproxysupport@tmx.com](mailto:tmxproxysupport@tmx.com), by 11:00 a.m. on May 14, 2019 or not later than forty-

eight (48) hours (excluding Saturdays, Sundays and holidays in the Province of Ontario) preceding the time of the Meeting in the event of any adjournment or postponement thereof.

Shareholders may beneficially own common shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary (“**Non-Registered Shareholders**”). Without specific instructions, intermediaries are prohibited from voting shares for their clients. If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by your broker, intermediary or its agent is returned according to their instructions sufficiently in advance of deadline specified by the broker, intermediary or its agent to ensure they are able to provide voting instructions on your behalf.

The persons named in the enclosed form of proxy are each a director and/or officer of the Company. Every shareholder has the right to appoint a person or company (who need not be a shareholder) to represent the shareholder at the Meeting other than the persons designated in the enclosed form of proxy. If the shareholder wishes to appoint a person or company other than the persons whose names are designated in the form of proxy, they may do so by inserting the name of the shareholder’s chosen proxyholder in the space provided in the form of proxy.

**The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or his attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.**

**DATED** at Toronto, Ontario this 15<sup>th</sup> day of April, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Bruce Reid”*

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Bruce Reid

Chief Executive Officer