

# 55 NORTH MINING INC.

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the annual general and special meeting (“**Meeting**”) of the holders of common shares (the “**Common Shares**”) of 55 North Mining Inc. (the “**Company**”) will be held virtually through the platform of AGM Connect via [www.agmconnect.com/55north2022](http://www.agmconnect.com/55north2022) to facilitate an interactive meeting for Registered Shareholders on the **7<sup>th</sup> day of June 2022, at 2:00 p.m. (Toronto time)** for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ending December 31, 2021 and the auditor’s report thereon;
2. to elect the directors of the Company for the ensuing year;
3. 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 deemed advisable, to pass, with or without variation, a resolution confirming and approving the restricted share unit plan of the Company;
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is April 25, 2022 (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.

### **Notice-and-Access**

The Company is utilizing the notice-and-access mechanism (the “**Notice and Access Provisions**”) under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial Shareholders.

### ***Website Where Meeting Materials are Posted***

The Notice-and-Access Provisions allow reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Information Circular, financial statements for the financial year ended December 31, 2021 (“**Financial Statements**”) and management’s discussion and analysis of the Company’s results of operations and financial condition for 2021 (“**MD&As**”) may be found on the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com) and also at <https://agmconnect.com/55north2022>.

### ***Obtaining Paper Copies of Materials***

Shareholders with questions about notice-and-access can call AGM Connect, toll-free at 1-855-839-3715. Shareholders may also obtain paper copies of the Information Circular, Financial Statements and MD&As free of charge by contacting Company’s Corporate Secretary. A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Company or AGM Connect, as applicable, no later than 5:00PM (EST) on May 18, 2022, in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies to AGM Connect or voting instruction forms to intermediaries, as applicable, before the Proxy Deadline.

Shareholders will not be able to attend the Meeting in person. Instead, Registered Shareholders (as defined in the accompanying Information Circular under the heading “Appointment of Proxy”) and duly appointed proxyholders can virtually attend, participate or submit questions at the virtual Meeting via the platform of AGM Connect. Please use a valid e-mail address and the Voter ID and Meeting Code found on the included form of Proxy to access the platform via the link below:

**<https://agmconnect.com/55north2022>**

**To ensure a smooth process, the Company is asking registered participants to log in by 1:45 p.m. (Toronto time) on June 7, 2022.**

Registered Shareholders and duly appointed proxyholders will be able to attend the virtual Meeting, participate, submit questions online, all in real time, provided they are connected to the internet and comply with all the requirements set out in the accompanying Information Circular.

Registered Shareholders who are unable to attend the virtual Meeting are requested to complete, sign and date the accompanying form of proxy or voting instruction form in accordance with the instructions provided therein and return it in accordance with the instructions and timelines set forth in the Information Circular. Non-registered (or beneficial) shareholders who have not duly appointed themselves as proxyholder will only be able to stream the virtual Meeting via the link above, and will not be able to participate, submit questions or vote at the virtual Meeting.

If a shareholder receives more than one proxy form because such shareholder owns shares registered in different names or addresses, each proxy form should be completed and returned as indicated in the proxy form.

Since it is desirable that as many shares as possible be represented and voted at the meeting, a shareholder, who is unable to attend the meeting in person, is urged to complete and return the enclosed form of proxy following the instructions therein.

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 26<sup>th</sup> day of April, 2022.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Bruce Reid”*

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Bruce Reid  
Chief Executive Officer