

**TELFERSCOT RESOURCES INC.**  
SUITE 2702, 401 BAY STREET  
TORONTO, ONTARIO  
M5H 2Y4

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting of Shareholders of Telferscot Resources Inc. (the "**Corporation**") will be held at **the offices of Telferscot Resources Inc., Suite 2702, 401 Bay Street, Toronto, Ontario, at 10:00 o'clock in the morning (Toronto time), on Thursday, the 25<sup>th</sup> day of February, 2016**, for the following purposes:

1. to receive and consider the audited financial statements of the Company for the fiscal year ending December 31, 2014 and the auditor's report thereon;
2. to appoint MNP LLP as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
3. to elect the directors as nominated by Management;
4. to approve a consolidation of the Corporation's Common Shares on the basis of one (1) post-consolidated common share for up to every twenty five (25) currently outstanding Common Shares to be enacted by the Directors at their discretion;
5. to approve the sale of the 2,200 common shares of Kolwezi Copper Corp. currently owned by the Corporation to Schindlers Hong Kong Limited as Trustee of the Pickwick trust in consideration for US\$677,600 (the "**Disposition Resolution**");
6. to approve a reduction in the Corporation's stated capital by an amount of up to \$0.015 multiplied by the number of Common Shares issued and outstanding to facilitate a distribution to shareholders of up to \$0.015 per Common Share in either cash or shares; and
7. to transact such further and other business as may properly come before the said Meeting or any adjournment or adjournments thereof.

A copy of an Information Circular, a form of Proxy, Supplemental Mail Card, the Audited Financial Statements of the Corporation for the years ended December 31, 2014, the Management Discussion and Analysis for the years ended December 31, 2014 and a return envelope accompany this Notice of Meeting.

As provided in the Canada Business Corporations Act shareholders registered on the books of the Corporation at the close of business on January 18<sup>th</sup>, 2016 are entitled to notice of the meeting. Shareholders entitled to vote who do not expect to be present at the meeting are urged to date, sign and return the enclosed form of proxy. Proxies to be used at the Meeting must be deposited with Capital Transfer Agency Inc., 121 Richmond Street West, Suite 401, Toronto, Ontario M5H 2K1 or with the Secretary of the Company not later than 4:00pm, Toronto time, on the 19<sup>th</sup> day of February, 2016.

**RIGHT OF DISSENT**

Registered shareholders (the "**Registered Shareholders**") of Common Shares of the Corporation (the "**Common Shares**") have the right to dissent with respect to the Disposition Resolution, if the Disposition Resolution becomes effective, and to be paid the fair value of their Common Shares in accordance with the provisions of section 190 of the *Canada Business Corporations Act* (the "**CBCA**"). A Registered Shareholder's right to dissent is more particularly described in the Circular. The text of section 190 of the CBCA is set forth in **Appendix "B"** to the accompanying Circular. A dissenting Registered Shareholder

must send a written objection to the Disposition Resolution, which written objection must be received by the Corporation or the Chairman of the Meeting on or before the date of the Meeting.

Failure to strictly comply with the requirements set forth in section 190 of the CBCA may result in the loss of any right to dissent. 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 the registered holders of Common Shares are entitled to dissent. Accordingly a beneficial owner of Common Shares desiring 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 Disposition Resolution is required to be received by the Corporation or, alternatively, make arrangements for the registered holder of such Common Shares to dissent on behalf of the holder.

**DATED** the 18<sup>th</sup> day of January 2016.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“signed”*

**JAMES GARCELON**  
C.E.O.