

DEEPROCK MINERALS INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF THE SHAREHOLDERS

TAKE NOTICE THAT an Annual General and Special Meeting (the “Meeting”) of the shareholders of DEEPROCK MINERALS INC. (the “Corporation”) will be held at 10:00 AM (Vancouver time) on June 5, 2018 at 410 - 885 Dunsmuir Street, Vancouver, British Columbia, V6C 1N5, for the following purposes:

1. to receive the financial statements of the Corporation as at and for the year ended November 30, 2017, together with the report of the auditors thereon, and the interim financial statements as at and for the three months ended February 28, 2018;
2. to fix the number of directors of the Corporation to be elected at the Meeting at five;
3. to elect the board of directors of the Corporation to serve until the next annual meeting of the shareholders or until their successors are duly elected or appointed;
4. to consider and, if deemed advisable, to pass an ordinary resolution, the full text of which is set forth in the accompanying Management Information Circular and Proxy Statement (the “Management Information Circular”), confirming, ratifying and approving the addition of certain persons as directors of the Corporation;
5. to appoint the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to determine the remuneration to be paid to the auditors;
6. to consider and, if deemed advisable, to pass an ordinary resolution, the full text of which is set forth in the Management Information Circular, approving the stock option plan of the Corporation in the form set out in Schedule “A” to the Management Information Circular;
7. to consider and, if deemed advisable, to pass a special resolution, the full text of which is set forth in the Management Information Circular, confirming, ratifying and approving the division of the issued and outstanding Common Shares in the capital of the Corporation on a two for one basis effective September 11, 2017; and
6. to transact such other business as may properly come before the Meeting.

Information relating to matters to be acted upon by the shareholders at the Meeting is set forth in the accompanying Management Information Circular.

A shareholder may attend the Meeting in person or may be represented at the Meeting by proxy. Shareholders who are unable to attend the Meeting in person and wish to be represented by proxy are requested to date, sign and return the accompanying Instrument of Proxy, or other appropriate form of proxy, in accordance with the instructions set forth in the accompanying Management Information Circular and Instrument of Proxy. An Instrument of Proxy will not be valid unless it is deposited with the Corporate Secretary of the Corporation, c/o Integral Transfer Agency Shareholder Services, 203 - 100 Queen Street East, Toronto, Ontario, M5C 1S6 in the enclosed self-addressed envelope, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting, or any adjournment thereof. A person appointed as proxy holder need not be a shareholder of the Corporation.

Only shareholders of record as at the close of business on May 1, 2018 (the “Record Date”) are entitled to receive notice of the Meeting.

SHAREHOLDERS ARE CAUTIONED THAT THE USE OF THE MAIL TO TRANSMIT PROXIES IS AT EACH SHAREHOLDER’S RISK.

DATED at Langley, British Columbia as of the 1st day of May 2018

BY ORDER OF THE BOARD OF DIRECTORS

MATTHEW REAMS
Chief Executive Officer and Director