

BRIGADE RESOURCE CORP.

Suite 2502, 1211 Melville Street, Vancouver, B.C. V6E 0A7

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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of shareholders of Brigade Resource Corp. (the "**Company**") will be held at the office of Computershare, located 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, on Monday, May 16, 2016, at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

to receive the audited financial statements of the Company for the financial year ended March 31, 2015, and accompanying report of the auditor;

1. to set the number of directors of the Company for the ensuing year at three (3);
2. to elect Glenn Little, Jon Sherron and Brian Thurston as the directors of the Company, to serve until the next annual general meeting of the shareholders;
3. to appoint Charlton & Company as the auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration to be paid to the auditor;
4. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to ratify, confirm and approve the Company's 10% rolling stock option plan, as more particularly described in the Information Circular accompanying this Notice of Meeting;
5. to consider and, if thought fit, to approve, with or without variation, an ordinary resolution to consolidate all of the Company's issued and outstanding common shares, on the basis of up to six (6) pre-consolidation shares for one (1) post-consolidation share, or such lesser whole number of pre-consolidated shares as the directors may determine, as more particularly set out in the accompanying Information Circular;
6. to authorize certain amendments to Article 9 of the Articles of the Company to (a) permit the Company to subdivide or consolidate all or any of its unissued, or fully paid issued, shares, by director's resolution instead of special resolution, and (b) specify that the Company may generally alter its authorized share structure by ordinary resolution of the shareholders instead of special resolution; and
7. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information 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 board of directors of the Company has fixed **April 15, 2016** 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 Information Circular.

If you are a registered shareholder of the Company who wishes to vote but are unable to attend the Meeting in person, you must complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Computershare Investor Services Inc., 9th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

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.

Accompanying this Notice are Management's Information Circular, and a Form of Proxy, as well as a Voluntary Mailing List Return Card.

DATED at Vancouver, British Columbia, this 15th day of April, 2016.

By Order of the Board of Directors of

BRIGADE RESOURCE CORP.

"Glenn Little"

Glenn Little
Chief Executive Officer and Director

PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED PROXY FORM AND PROMPTLY RETURN IT ACCORDING TO THE INSTRUCTIONS PROVIDED.