

# 1040442 BC LTD.

Suite 1128, 789 West Pender Street  
Vancouver, BC, V6C 1H2

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## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON **JUNE 16, 2017**

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NOTICE IS HEREBY GIVEN that the **Annual General** meeting (the "**Meeting**") of **1040442 BC LTD.** (the "**Company**") will be held at Suite 1128, 789 West Pender Street, Vancouver, British Columbia, on **Friday, June 16, 2017 at 9:30 a.m.** (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended July 31, 2016, together with the auditor's report thereon;
2. to fix number of directors at three (3);
3. to elect directors for the ensuing year;
4. to appoint Charlton & Company LLP., Chartered Accountant, as the Company's auditor for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditor;
5. to consider and, if thought fit, pass an ordinary resolution to affirm, ratify and approve the Company's Stock Option Incentive Plan, which is more particularly described in the attached Information Circular at Part 3 – The Business of the Meeting – Approval of Stock Option Plan;
6. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The accompanying management information circular (the "**Information Circular**") provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice are (i) Form of Proxy or Voting Instruction Form, and (ii) Financial Statement Request Form. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

Only shareholders of record at the close of business on **May 12, 2017**, will be entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed form of proxy indicating your voting instructions. A proxy will not be valid unless it is deposited at the office of National Issuer Services Ltd., Suite 760 – 777 Hornby Street, Vancouver, B.C., V6Z 1S4, (Fax: (604) 559-8908, email: [info@transferagent.ca](mailto:info@transferagent.ca)) not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournments thereof. If you are not a registered shareholder, please refer to the accompanying Information Circular for information on how to vote your shares.

**DATED** at Vancouver, British Columbia, this **12<sup>th</sup>** day of **May, 2017**.

BY ORDER OF THE BOARD OF DIRECTORS:

"Christopher Cherry"

CHRISTOPHER P. CHERRY  
President & Chief Executive Officer

Registered shareholders unable to attend the Meeting are requested to date, sign and return their form of proxy in the enclosed envelope or to vote by telephone or using the internet in accordance with the instructions on the proxy form. If you are a non-registered shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.