

## CHEMESIS INTERNATIONAL INC.

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### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting of the Shareholders of **Chemesis International Inc.** (hereinafter called the “**Company**”) will be held on **Wednesday, January 9, 2019**, at Suite 2200 – 885 West Georgia Street, Vancouver, British Columbia at 10:00 a.m. (Pacific Daylight Time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the fiscal year ended June 30, 2018, and the Auditor’s Report thereon.
2. To re-appoint D&H Group LLP, Chartered Professional Accountants, as the Company’s auditor for the ensuing year, at remuneration to be fixed by the directors of the Company.
3. To set the number of directors for the ensuing year at four (4).
4. To elect directors of the Company to hold office for the ensuing year.
5. To re-approve the Company’s Stock Option Plan.
6. To consider, pursuant to an interim order of the Supreme Court of British Columbia dated December 7, 2018, as the same may be amended (the “**Interim Order**”) and, if thought advisable, to pass, with or without variation, a special resolution (the “**Arrangement Resolution**”) approving the plan of arrangement (the “**Arrangement**”) under section 288 of the *Business Corporations Act* (British Columbia) (“**BCBCA**”) involving the Company and IMC International Mining Corp. (“**IMC**”), the full text of which is set forth in Schedule “D” to the attached information circular.
7. To transact such other business as may properly be transacted at the Meeting or at any adjournment thereof.

An information circular, containing details of matters to be considered at the Meeting, accompanies this notice.

**A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder’s shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the information circular.** As set out in this notice, the enclosed proxy is solicited by management, but, you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided, the name of the person you wish to represent you at the Meeting

**DATED** at Vancouver, British Columbia, this 11<sup>th</sup> day of December, 2018.

By Order of the Board of Directors  
**CHEMESIS INTERNATIONAL INC.**

“*Aman Parmar*”

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Aman Parmar  
President and Director