

**ASCOT RESOURCES LTD.**  
Suite 1550 – 505 Burrard Street  
Vancouver, B.C., V7X 1M5

**NOTICE OF ANNUAL AND SPECIAL MEETING**

**(“Notice”)**

**NOTICE** is hereby given that the Annual and Special Meeting (the “**Meeting**”) of the shareholders of **ASCOT RESOURCES LTD.** (the “**Company**”) will be held at the offices of Blake, Cassels & Graydon LLP at Suite 2600, 595 Burrard Street, Vancouver, B.C., V7X 1L3 on Tuesday September 24, 2019 at 10:00 a.m. (Vancouver time) for the following purposes:

1. To receive and consider the nine-month transitional financial statements of the Company for the year ended December 31, 2018, together with the report of the auditors thereon;
2. To appoint auditors and to authorize the directors to fix the remuneration to be paid to the auditors;
3. To set the number of directors at eight (8);
4. To elect directors for the ensuing year;
5. To approve the adoption of the Amended and Restated Stock Option Plan of the Company;
6. To approve the adoption of the Share Unit Plan of the Company;
7. To approve the adoption of the Deferred Share Unit Plan of the Company;
8. To approve an ordinary resolution ratifying, confirming and approving the Company’s advance notice policy;
9. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice is the information circular (the “**Circular**”) and a form of proxy (the “**Proxy**”). The Circular includes more detailed information relating to the matters to be addressed at the Meeting. The Circular is deemed to form a part of this Notice.

Members who are unable to attend the Meeting in person are requested to read the enclosed Circular and Proxy, and then complete and deposit the Proxy together with the power of attorney or other authority, if any, under which it was signed or a notarially certified copy thereof with the Company’s transfer agent by delivery to: AST Trust Company (Canada), PO Box 721 Agincourt, Ontario, M1S 0A1, at least forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting or any adjournment of it unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently. You may alternatively fax your proxy to 416-368-2502 or toll free in Canada and United States to 1-866-781-3111 or send your proxy by email to [proxyvote@astfinancial.com](mailto:proxyvote@astfinancial.com). Unregistered shareholders who received the Proxy through an intermediary must deliver the Proxy in accordance with the instructions given by such intermediary.

Only holders of common shares of the Company of record at the close of business on August 19, 2019 will be entitled to vote at the Meeting.

**DATED** at Vancouver, British Columbia, this 19<sup>th</sup> day of August, 2019.

BY ORDER OF THE BOARD

*“Derek C. White”*

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Derek C. White  
President & CEO