



Edison Cobalt Corp.
Suite 1080, 789 West Pender Street
Vancouver, British Columbia, V6C 1H2

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD **MAY 2, 2019**

NOTICE IS HEREBY GIVEN that the **Annual General and Special Meeting** (the “**Meeting**”) of Edison Cobalt Corp. (the “**Company**”) will be held in the **West Boardroom at Suite 1600, 1140 West Pender Street, Vancouver, British Columbia, on Thursday, May 2, 2019, at 11:00 a.m.** (Pacific Time) for the following purposes:

1. To receive the audited financial statements of the Company for the financial years ended September 30, 2017, and September 30, 2018, together with the auditor’s reports thereon;
2. To fix the number of directors for the ensuing year at four (4);
3. To elect directors for the ensuing year;
4. To appoint Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, as the auditor of the Company 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 approve and adopt the 2019 stock option plan, as more particularly described in the accompanying management information circular; and
6. To transact such further and other business as may be properly brought before the Meeting and any adjournment or postponement 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) a Form of Proxy or Voting Instruction Form, and (ii) a Financial Statement Request Form.

Only shareholders of record at the close of business on **March 21, 2019**, 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 Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 (Canada and U.S. toll-free fax: 1-866-249-7775) 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 **21st** day of **March, 2019**.

BY ORDER OF THE BOARD OF DIRECTORS:

/s/ Neil Pettigrew

Neil Pettigrew

Chief Executive Officer, President, and Director

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.
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