



## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

Notice is hereby given that the Annual General and Special Meeting (the “**Meeting**”) of the shareholders of **Pistol Bay Mining Inc.** (the “**Company**”) will be held on Thursday, December 14 2017 at the Company’s head office, Suite 700 – 838 W Hastings Street, Vancouver, BC, at the hour of 10:00 a.m. (Pacific Standard Time) for the following purposes:

1. To receive the audited annual financial statements of the Company for its financial year ended May 31, 2017;
2. To fix the number of directors of the Company at four (4);
3. To elect the directors of the Company for the ensuing year;
4. To re-appoint Manning Elliott LLP, Chartered Accountants, as the Company’s auditor for the ensuing financial year and to authorize the directors to set the auditor’s remuneration;
5. To approve and ratify the Company’s 2017 Stock Option Plan;
6. To consider, and if thought fit, to pass an ordinary resolution to ratify and approve the Company’s advance notice provisions relating to the nominations of directors for election at the Company’s shareholder meetings, as more particularly described in the accompanying Information Circular; and
7. To approve the transaction of such other business as may properly come before the Meeting.

Accompanying this Notice of Meeting is an Information Circular and Instrument of Proxy. 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. A Registered Shareholder who is unable to attend the Meeting in person is entitled to appoint a proxyholder to attend and vote in his stead. If you cannot be personally present, please refer to the notes accompanying the Instrument of Proxy enclosed and then complete and deposit the Instrument of Proxy with Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, Fax: Within North America: 1-866-249-7775, Outside North America: (416) 263-9524 within the time set out in the notes, as set out below.

The Instrument of Proxy must be signed by the Registered Shareholder or by his or her attorney authorized in writing, or, if the Registered Shareholder is a corporation, by an officer or director thereof as an authorized signatory. The completed Instrument of Proxy must be deposited at the office of Computershare Investor Services Inc. at least 48 hours before the time of the Meeting (excluding Saturdays, Sundays and holidays), or any adjournment thereof.

The enclosed Instrument of Proxy is solicited by management but you may amend it, if you so desire, by striking out the names of the management proxyholders shown 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 17<sup>th</sup> day of November, 2017.

**BY ORDER OF THE BOARD**

*“Charles Desjardins”*, President