



## NOTICE OF ANNUAL AND SPECIAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual and special meeting (the “**Meeting**”) of shareholders of Castle Peak Mining Ltd. (the “**Company**”) will be held at 2900 – 550 Burrard Street, Vancouver, British Columbia, Canada V6C 0A3 at 10:00 a.m. (Vancouver time) Thursday, October 19, 2017 for the following purposes:

1. To receive the report of the directors of the Company;
2. To receive the audited financial statements of the Company for the financial year ended December 31, 2016 and accompanying report of the auditor;
3. To appoint Davidson & Company LLP, Chartered Accountants, as the auditor of the Company for the ensuing year at a remuneration to be fixed by the directors;
4. To set the number of directors of the Company at seven;
5. To elect the directors of the Company for the ensuing year;
6. To consider and, if thought fit, to pass an ordinary resolution to approve the amended and restated stock option plan, as more particularly set out in the accompanying Information Circular;
7. To consider and, if thought fit, to pass, with or without variation, a special resolution to approve the sale of substantially all of the Company’s assets pursuant to a share purchase agreement dated July 31, 2017 with Star Goldfields Ltd., as more particularly set out in the accompanying Information Circular;
8. To consider and, if thought fit, to pass, with or without variation, a special resolution to approve the distribution of the remaining assets of the Company, following the satisfaction of the liabilities of the Company, by way of a reduction of the stated capital of the common shares of the Company, as more particularly set out in the accompanying Information Circular;
9. To consider and, if thought fit, to pass, with or without variation, a special resolution to approve the voluntary dissolution of the Company in accordance with the *Business Corporations Act* (British Columbia), as more particularly set out in the accompanying Information Circular;
10. To consider and, if thought fit, to pass, with or without variation, an ordinary resolution, excluding the votes cast by Shareholders who are Insiders (as such term is defined in the TSX Venture Exchange Corporate Finance Manual), approving the delisting of the common shares of the Company from the TSX Venture Exchange or the NEX Board, as applicable, as more particularly set out in the accompanying Information Circular; and
11. To transact such other business as may properly come before the Meeting.

The accompanying Information Circular provides additional information relating to the matters to be considered at the Meeting. The directors of the Company have fixed September 13, 2017 as the record date for determining the shareholders who are entitled to receive notice of and vote at the Meeting.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with Computershare Investor Services Inc., the Company's transfer agent, no later than 10:00 am (Vancouver time) on October 17, 2017 at its Toronto office, 9<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 or at least 48 hours (excluding Saturdays, Sundays and holidays) before the time that the Meeting is to be reconvened after any adjournment of the Meeting.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the "Intermediary"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

Registered shareholders of the Company have the right to dissent with respect to certain of the matters to be considered at the Meeting, as more particularly described in the accompanying Information Circular. Those registered shareholders who validly exercise dissent rights will be entitled to be paid fair value of their common shares. In order to validly exercise dissent rights, registered shareholders must strictly comply with the dissent procedures as set out in Sections 237 to 247 of the *Business Corporations Act* (British Columbia), a copy of which is set out in the accompanying Information Circular as Schedule A and as more particularly described in the accompanying Information Circular.

DATED at Vancouver, British Columbia September 13, 2017.

**CASTLE PEAK MINING LTD.**

*"Allan Green"*

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ALLAN GREEN

Chief Executive Officer and Director