



## 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 108 – 970 Burrard Street, Vancouver, British Columbia, Canada V6Z 2N4 at 11:00 a.m. (Vancouver time) Thursday, November 28, 2019 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 years ended December 31, 2017 and December 31, 2018 and accompanying reports 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;
  1. To set the number of directors of the Company at six;
  2. To elect the directors of the Company for the ensuing year;
  3. To consider and, if thought fit, to pass an ordinary resolution to approve the stock option plan, as more particularly set out in the accompanying Information Circular;
  4. To consider and, if thought fit, to pass a special resolution to approve the consolidation of shares, as more particularly set out in the accompanying Information Circular;
5. To transact such other business as may properly come before the Meeting.
6. The accompanying Information Circular provides additional information relating to the matters to be considered at the Meeting. The directors of the Company have fixed October 21, 2019 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 11:00 am (Vancouver time) on November 26, 2019, at its Toronto office, 9th 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 on October 25, 2019.

**CASTLE PEAK MINING LTD.**

“Allan Green”

ALLAN GREEN

Chief Executive Officer and Director