



**NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS
to be held on Thursday, December 19, 2019 at 9:30 a.m. EST at the offices of
Fasken Martineau DuMoulin LLP, 333 Bay Street, Suite 2400, Toronto, Ontario M5H 2T6**

You are receiving this notice to advise that proxy materials for the above-noted shareholders' meeting are available on the Internet. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We remind you to access and review all of the important information contained in the information circular and other proxy materials before voting. The information circular and other relevant materials are available at:

www.rogueresources.ca OR www.sedar.com

Shareholders may obtain, without any charge to them, a paper copy of the Circular (and the audited financial statements and related management's discussion and analysis for the Corporation's last financial year and any documents referred to in the Circular), and further information on Notice and Access by contacting the Corporation as follows:

E-mail:	paul@rogueresources.ca
Telephone:	647-243-6581
Mail:	#1612 – 44 Victoria Street, Toronto, ON M5C 1Y2

Requests for paper copies of the Circular (and any other related documents) must be received no later than 12:00 noon (EST) on Monday, November 25, 2019 in order for Shareholders to receive paper copies of such documents and return their completed Proxies by the deadline for submission of 9:00 am EST on Tuesday, December 17, 2019. The resolutions to be voted at the meeting are listed below along with the sections within the information circular where disclosure regarding the matter can be found.

1. To receive the audited financial statements of the Corporation for the financial year ended April 30, 2019, together with the report of the auditor thereon;
2. To set the number of directors to be elected at the meeting at six (6) (See "Election of Directors");
3. To elect directors for the ensuing year or until their successors have been duly elected or appointed (See "Election of Directors");
4. To appoint Morgan & Company LLP as auditors for the ensuing year and to authorize the directors to determine the remuneration to be paid to the auditors (See "Appointment and Remuneration of Auditor");
5. To consider and, if thought advisable, pass an ordinary resolution of disinterested shareholders that approves the adoption of an Equity Incentive Plan as detailed in the Information Circular as detailed in the Information Circular (See "Particulars of Other Matters to be Acted Upon");
6. To transact such other business as may properly come before the meeting or any adjournment thereof.

Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed proxy. A proxy will not be valid unless it is deposited by mail or by fax at the office of Computershare Trust Corporation of Canada, Proxy Department, 100 University Avenue, 9th Floor, Toronto, ON M5J 2Y1 [Fax: Within North America: 1-866-249-7775, Outside North America: (416) 263-9524] not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or an adjournment thereof. Only Shareholders of record on November 4, 2019 are entitled to receive notice of and vote at the Meeting.

DATED at Toronto, Ontario this 13th day of November 2019.

BY ORDER OF THE BOARD OF DIRECTORS OF
ROGUE RESOURCES INC.

/s/ "**Sean Samson**"
President & Chief Executive Officer

Rogue Resources.

44 Victoria Street, Suite 1612, Toronto, ON M5C 1Y2

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