

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General and Special Meeting (the "**Meeting**") of the shareholders ("**Shareholders**") of FIRST COBALT CORP. (the "**Company**") will be held in the offices of Fasken Martineau DuMoulin LLP located at Suite 2400, Bay-Adelaide Centre, 333 Bay Street, Toronto, Ontario, M5H 2T6, on Wednesday, September 25, 2019, at 10:00 a.m. (Toronto time), for the following purposes:

1. To receive the audited financial statements of the Company for the year ended December 31, 2018, together with the report of the Auditors thereon;
2. To appoint MNP 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 (*Resolution 1*);
3. To fix the number of directors of the Company for the ensuing year at five (*Resolution 2*);
4. To elect directors of the Company for the ensuing year (*Resolutions 3*);
5. To consider and, if deemed advisable, to approve, with or without variation, an ordinary resolution ratifying, confirming and approving the Company's amended and restated long-term incentive plan (the "**Amended and Restated LTIP**") (*Resolution 4*); and
6. To transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

An "ordinary resolution" is a resolution passed by at least a majority of the votes cast by Shareholders who voted (in person or by proxy) in respect of that resolution at the Meeting.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying management proxy circular (the "**Circular**") which forms part of this Notice.

You are entitled to vote at the Meeting and any postponement or adjournment thereof if you owned Common Shares of the Company at the close of business on August 13, 2019 (the record date). For information on how you may vote, please refer to Part 1 of this Circular.

Toronto, Ontario
August 26, 2019

By Order of the Board of Directors,

"Paul Matysek"

Paul Matysek
Chairman of the Board