

McCHIP RESOURCES INC.
Suite 410 – 150 York Street
Toronto, Ontario
M5H 3S5

NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the Annual Meeting of the Shareholders (the “Meeting”) of **McChip Resources Inc.** (the “Company”) will be held at the National Club, 303 Bay Street, Toronto, Ontario, on June 8, 2017 at 3:00 p.m. (Toronto time) for the following purposes:

- (1) to receive the financial statements of the Company for its fiscal year ended December 31, 2016 and the Report of the Auditors thereon;
- (2) to elect the directors of the Company (“Directors”);
- (3) to appoint the Company’s auditors and to authorize the Directors to fix their remuneration; and
- (4) to transact any other business that may properly come before the Meeting, or any adjournments thereof.

Accompanying this Notice of Meeting are the Management Information Circular and Proxy.

A shareholder entitled to vote at the meeting is entitled to appoint a proxy holder to attend and vote in his stead. Whether or not you expect to attend the Meeting, please exercise your right to vote. Shareholders who have voted may still attend the Meeting.

For Registered holders and non-beneficial owner (“NOBO”), please complete, date and sign the enclosed form of proxy and return it:

- (i) by mail, to CST Trust Company Inc. at P.O. Box 721, Agincourt, Ontario M1S 0A1, Canada, in the enclosed envelope;
- (ii) by facsimile, to CST Trust Company at 416-368-2502 or 1-866-781-3111 (toll free in North America); or
- (iii) by telephone, call 1-888-489-5760 (toll free in North America) and enter control number on this proxy;
- (iv) you may vote the shares by internet www.cstvotemyproxy.com and enter control number on this proxy.

Non-registered beneficial shareholders (other than NOBOs) should follow the notes thereto and any accompanying information from you intermediary

To be used at the Meeting, proxies must be received at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournment thereof, unless the Chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

Dated at Toronto, Ontario this 18th day of April, 2017.

ON BEHALF OF THE BOARD OF DIRECTORS



E. G. Dumond
Corporate Secretary