



ALTIUS MINERALS CORPORATION

ALTIUS MINERALS CORPORATION NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS September 15, 2017

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the holders of common shares (“**Common Shares**”) of Altius Minerals Corporation (“**Altius**” or the “**Corporation**”) will be held at The Rooms, 9 Bonaventure Avenue, St. John’s, NL at 4:00 PM (NLT) on Friday, September 15, 2017, for the following purposes:

- 1. to receive the consolidated financial statements of the Corporation for its financial year ended April 30, 2017, together with the report of the auditors thereon;**
- 2. to appoint the auditors of the Corporation and to authorize the directors to fix the auditors’ remuneration;**
- 3. to elect directors;**
- 4. to approve all unallocated options, rights and other entitlements under the Stock Option Plan; and**
- 5. to transact such other business as may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof.**

Particulars of the foregoing matters are set forth in the accompanying management information circular (the “**Circular**”). The Corporation has elected to use the notice-and-access provisions under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations* (collectively, the “**Notice-and-Access Provisions**”) of the Canadian Securities Administrators for this Meeting. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to shareholders of the Corporation by allowing the Corporation to post the Circular and any additional meeting-related materials online. Shareholders will still receive this Notice of Meeting and a form of proxy and may choose to receive a hard copy of the Circular. Shareholders will receive paper copies of a notice package (the “**Notice Package**”) via prepaid mail containing a notice with information prescribed by the Notice and Access Provisions and a form of proxy (if you are a registered shareholder) or a voting instruction form (if you are a non-registered shareholder), in each case with a supplemental mail list return box for shareholders to request they be included in the Corporation’s supplementary mailing list for receipt of the Corporation’s annual and interim financial statements for the 2017 fiscal year.

Please review the Circular carefully and in full prior to voting in relation to the matters set out above as the Circular has been prepared to help you make an informed decision on such matters. The Circular is available on the website of the Corporation at www.altiusminerals.com and under the Corporation’s profile on SEDAR at www.sedar.com. Any shareholder who wishes to receive a paper copy of the Circular, should contact the Corporation’s transfer agent, TSX Trust Company at Suite 300, 200 University Avenue, Toronto, Ontario, M5H 4H1, Fax: (416) 595-9593, Toll-free: 1-866-600-5869. A shareholder may also use the toll-free number noted above to obtain additional information about the Notice-and-Access Provisions.



DATED at St. John's, Newfoundland and Labrador, August 9, 2017.

By Order of the Board,



John Baker, Chairman of the Board

Notes

- 1. Registered shareholders who are unable to be present in person at the Meeting are requested to sign and return the form of proxy in the envelope provided for that purpose. Any proxy must be deposited at the principal office of TSX Trust Company at 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1, by facsimile transmission to (416) 595-9593 or on the internet at www.voteproxyonline.com prior to 4:00 PM (NLT) on Wednesday, September 13, 2017, or at any time not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of any adjournment or postponement of the Meeting.**
- 2. Only holders of Common Shares of record at the close of business on July 28, 2017 will be entitled to vote at the Meeting, except to the extent that a holder of record has transferred any of such Common Shares after that date and the transferee of such Common Shares establishes proper ownership and requests not later than ten (10) days before the Meeting that the transferee's name be included in the list of shareholders eligible to vote at the Meeting, in which case such shareholder shall be entitled to vote such Common Shares at the Meeting.**
- 3. A shareholder desiring to appoint another proxyholder (who need not be a shareholder of Altius) may do so either by inserting such person's name in the blank space provided in the form of proxy or by completing another proper form of proxy and, in either case, depositing the completed proxy at the principal office of TSX Trust Company, 200 University Avenue, Suite 300, Toronto, ON M5H 4H1, by facsimile transmission to 1-416-595-9593 or on the internet at www.voteproxyonline.com prior to 4:00 PM (NLT) on Friday, September 13, 2017, or at any time not less than 48 hours (excluding Saturdays, Sundays, and holidays) before the time of any adjournment or postponement of the Meeting.**
- 4. If you are a non-registered shareholder and have received this Notice and the accompanying Circular from your broker or another intermediary, please complete and return the proxy or voting instruction form provided to you by your broker or other intermediary in accordance with the instructions provided to you.**

