

**LARAMIDE RESOURCES LTD.**

The Exchange Tower  
130 King Street West, Suite 3680  
Toronto, ON M5X 1B1

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting of shareholders (the “**Meeting**”) of Laramide Resources Ltd. (the “**Company**”) will be held at Irwin Lowy LLP, 217 Queen St. West, Suite 401, Toronto, Ontario, M5V 0R2, with conference call telephone access at Local/International: 416-343-0138 or toll-free North America: 1-866-602-5089 Conference ID: 1714760 on Tuesday, June 16, 2020 at 4:00 p.m. (Eastern Time) for the purpose of:

- (a) receiving the Company’s financial statements for the year ended December 31, 2019 and the report of the auditor thereon;
- (b) electing directors;
- (c) appointing the auditor and authorizing the directors to fix the auditor’s remuneration;
- (d) to consider and, if deemed advisable, to pass, with or without variation, a resolution authorizing, approving and permitting the exercise of certain outstanding warrants, as more particularly described in the accompanying management information circular of the Company dated May 8, 2020 (the “**Circular**”);
- (e) to consider and, if thought appropriate, to pass a resolution to ratify and approve the stock option plan of the Company and the unallocated rights, options and other entitlements thereunder (as described in further detail in the Circular); and
- (f) transacting such further and other business as may properly come before the Meeting or any adjournment thereof.

The Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his or her duly executed form of proxy with the Company’s registrar and transfer agent, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, not later than 4:00 p.m. (Eastern Time) on June 12, 2019 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned Meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

Only holders of common shares of the Company of record at the close of business on May 7, 2020 (the “**Record Date**”) will be entitled to vote at the Meeting, and, except as otherwise determined from time to time by the directors of the Company, no person becoming a shareholder after the Record Date will be entitled to receive notice of and vote at the Meeting or any adjournment thereof or to be treated as a shareholder of record for purposes of such other action.

The Company has decided to use the notice-and-access method of delivery of meeting materials for the Meeting for registered and non-registered shareholders. The notice-and-access method of delivery of Meeting materials allows the Company to deliver the Meeting materials over the Internet in accordance with the notice-and-access rules adopted by the Canadian securities regulatory authorities under National Instrument 54-101 – *Communicating with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”).

Shareholders will receive paper copies of a notice package (the “**Notice Package**”) via pre-paid mail containing a notice with information prescribed by NI 54-101 and a form of proxy (if a registered shareholder) or a voting instruction form (if a non-registered shareholder). The Company will not use procedures known as “stratification” in relation to the use of notice-and-access. Stratification occurs when an issuer using notice-and-access sends a paper copy of the management information circular to some securityholders with the Notice Package.

Shareholders may obtain paper copies of the Circular and the Meeting materials free of charge by calling the Company toll-free at 1-855-599-7363 or email [info@laramide.com](mailto:info@laramide.com). Any shareholder wishing to obtain a paper copy of the Meeting materials should submit their request no later than May 25, 2020, in order to receive paper copies of the Meeting materials in time to vote before the Meeting. Shareholders may also use the toll-free number noted above to obtain more information about the notice-and-access at any time up until the date of the Meeting, including any adjournment or postponement thereof.

Electronic copies of this notice of meeting, the Circular and other Meeting materials may be found on SEDAR at [www.sedar.com](http://www.sedar.com) under the Company’s profile and on the Company’s website at [www.laramide.com](http://www.laramide.com). Shareholders are encouraged to review the Circular before voting.

Under the notice-and-access, Meeting materials will be available for viewing on the Company’s website for one year from the date of posting.

DATED this 8<sup>th</sup> day of May, 2020.

BY ORDER OF THE BOARD

*(Signed)*

Marc C. Henderson,  
President, Chief Executive Officer and Director