

BLACK IRON INC.

65 Queen Street West, Suite 815
Toronto, Ontario
Canada M5H 2M5

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual meeting (the "Meeting") of the common shareholders of Black Iron Inc. (the "Company") will be held at 65 Queen Street West, 8th floor boardroom, Toronto, Ontario M5H 2M5 on Wednesday, May 31, 2017 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive and consider the audited financial statements of the Company as at and for the fiscal year ended December 31, 2016, together with the report of the auditors thereon (the "Financial Statements");
2. to elect directors of the Company for the ensuing year;
3. to appoint KPMG LLP as auditor of the Company and authorize the directors to fix their remuneration; and
4. to transact such further or other business as may properly come before the Meeting or any postponement(s) or adjournment(s) thereof.

This notice is accompanied by a form of proxy, a management information circular (the "Circular"), and the Financial Statements and related management's discussion and analysis of financial condition.

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

The directors of the Company have fixed the close of business on April 24, 2017 as the record date, being the date for the determination of the registered holders entitled to notice and to vote at the Meeting and any postponement(s) or adjournments(s) thereof.

The board of directors of the Company has by resolution fixed 10:00 a.m. (Toronto time) on May 29, 2017 or 48 hours (excluding Saturdays, Sundays and holidays) before any postponement(s) or adjournment(s) of the Meeting as the time by which proxies to be used or acted upon at the Meeting or any adjournment(s) thereof shall be deposited with the Company's transfer agent, in accordance with the instructions set forth in the accompanying management information circular and the form of proxy.

DATED at Toronto, Ontario as of the 2nd day of May, 2017

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "Matthew Simpson"

Chief Executive Officer