

NORTHWAY RESOURCES CORP.

NOTICE OF SPECIAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the special general meeting (the “**Meeting**”) of shareholders of NORTHWAY RESOURCES CORP. (the “**Company**”) will be held virtually, on Tuesday December 29, 2020, at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

1. To consider, and, if deemed advisable, to pass, with or without variation, an ordinary resolution (the “**Northway Resolution**”) to be approved by a majority of the minority shareholders of the Company, the full text of which is set out in the joint information circular accompanying this Notice (the “**Circular**”), to approve the acquisition of all of the issued and outstanding securities of Kenorland Minerals Ltd. (the “**Transaction**”), all as more particularly described in the Circular;
2. To consider and, if deemed appropriate, pass a resolution confirming, ratifying and approving the long-term equity incentive plan of the Company;
3. To consider and, if deemed appropriate, pass a resolution confirming, ratifying and approving amendments to the stock option plan of the Company; and
4. To consider other matters, including without limitation such amendments or variations to any of the foregoing resolutions, as may properly come before the Meeting or any adjournment thereof.

The text of the Northway Resolution is set forth in Schedule “A” to the Circular. In order to become effective, the Northway Resolution must be approved by (a) a simple majority of the votes cast by the shareholders of the Company, present in person or by proxy, at the Meeting and (b) a majority of the votes cast by minority shareholders of the Company, present in person or by proxy, at the Meeting. The Transaction will be completed pursuant to an amalgamation agreement between the Company and Kenorland Minerals Ltd. dated September 14, 2020, a copy of which is available under the Company’s profile on SEDAR at www.sedar.com.

The text of the resolutions related to the proposed long terms incentive plan for the Company and the amendments to the Company’s stock option plan are found with the Circular at “*Particulars of Matters to be Acted Upon*”. In order to become effective, such resolutions must be approved by a simple majority of the votes cast by the shareholders of the Company, present in person or by proxy, at the Meeting.

Details of the Transaction and its effects, as well as information concerning Kenorland and proposed resulting issuer following the Transaction are contained in the Circular, and reference should be made to that document for complete information.

Only holders of record of common shares of the Company at the close of business on November 16, 2020, will be entitled to vote in respect of the matters to be voted on at the Meeting or any adjournment thereof.

In light of the ongoing public health concerns related to COVID-19, and based on government recommendations to avoid large gatherings, the Company will not be permitting attendance in person. Shareholders are urged to vote on the matters before the Meeting by proxy and to listen to the Meeting online. Registered shareholders or proxyholders representing registered shareholders participating in the Meeting virtually will be considered to be present in person at the Meeting for the purposes of determining quorum. Non-registered shareholders who have not duly appointed themselves as a proxyholder will be able to attend the Meeting as a guest, but will not be able to vote at the Meeting.

Shareholders will have two options to access the Meeting, being via teleconference or through the Zoom application, which requires internet connectivity. Shareholders wishing to vote in person will need to utilize the Zoom application but any shareholder may listen to the Meeting via teleconference. Shareholders participating via teleconference will not be able to vote in person at the Meeting as the Company's scrutineer must take steps to verify the identity of shareholders or proxyholders using the video features.

In order to dial into the Meeting, shareholders will phone 1-778-907-2071 and enter the Meeting ID and Password noted below.

In order to access the Meeting through Zoom, shareholders will need to download the application onto their computer or smartphone and then once the application is loaded, enter the Meeting ID and Password below or open the following link:

<https://us02web.zoom.us/j/89745568058?pwd=c3J5WlJtTHFsbkRySmFOMmhTbjcyZz09>

Shareholders will have the option through the application to join the video and audio or simply view and listen.

Meeting ID: 897 4556 8058

Password: 448075

Your vote is important regardless of the number of common shares of the Company you own. Shareholders who are unable to attend the Meeting in person are asked to sign, date and return the enclosed form of proxy relating to the common shares of the Company held by them in the envelope provided for that purpose.

To be effective, the proxy must be duly completed and signed and then deposited by mail to of Computershare Investor Services (Attention: Proxy Department) at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, in the enclosed self-addressed envelope, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting, or any adjournment thereof. An instrument of proxy may also be voted using a touch-tone telephone at 1-866-732-VOTE (8683). Alternatively, a registered shareholder can complete internet voting by logging on at www.investorvote.com and entering the CONTROL NUMBER located on the address box of the shareholder's instrument of proxy.

DATED at Vancouver, British Columbia, this 27th day of November, 2020.

NORTHWAY RESOURCES CORP.

By Order of the Board

“Zachary Flood”

Zachary Flood,
President and Chief Executive Officer