



# Altius Minerals Corporation

ALTIUS MINERALS CORPORATION  
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
May 12, 2021

**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 Corporation’s head office at 2nd Floor, 38 Duffy Place,, St. John’s, NL at 1:00 p.m. (NLT) on Wednesday, May 12, 2021. **In light of the continued public health concerns related to COVID-19 and in order to comply with the measures imposed by the federal and provincial governments, the Corporation is encouraging shareholders and others not to attend the meeting in person.** Altius is offering its shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call or webcast at the following coordinates:

**CONFERENCE CALL**

**Dial 1-(866) 521-4909 (international toll free) OR 1-(647) 427-2311, ID: 1771416**

**WEBCAST LINK**

<https://onlinexperiences.com/Launch/QReg/ShowUUID=99C8ED7C-9E1E-47D7-9FDC-D7D8602D5ADD>

While as of the date of this Circular we are intending to hold the Meeting in physical face to face format with a conference call and webcast feature for participation, we are continuously monitoring the current coronavirus (COVID-19) outbreak. In light of the rapidly evolving news and guidelines related to COVID-19, we ask that, in considering whether to attend the Meeting in person, shareholders follow, among other things, the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>) and any applicable additional provincial and local instructions. You should not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days prior to the Meeting. **In order to minimize group sizes and respect social distancing regulations, all shareholders are urged to vote on the matters before the Meeting by proxy which can be submitted electronically, by mail, or by phone as further described herein.** If voting in advance by proxy is difficult, please call the transfer agent or Altius Investor Relations at the numbers provided on the Altius website (<http://altiusminerals.com/>) or as disclosed herein. We reserve the right to take any additional precautionary measures we deem appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release which would be filed on SEDAR. Please monitor the Corporation’s press releases as well as the Corporation’s website for updated information up until the date of the Meeting.

## Meeting Business

The Meeting will be held for the following purposes:

1. to receive the annual consolidated financial statements of the Corporation for its financial year ended December 31, 2020, 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 members of the board of directors of the Corporation;
4. to consider and, if thought advisable, pass an advisory resolution on the Corporation's approach to executive compensation ("Say on Pay");
5. to transact such other business as may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof.

### **Notice-and-Access and Voting**

Particulars of the foregoing matters are set forth in the accompanying Corporation's 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 elect to receive a hard copy of the Circular. Shareholders will receive paper copies of a 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 year ended December 31, 2020.

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 <http://www.altiusminerals.com> and under the Corporation's profile on SEDAR and on the Notice and Access Website at <http://docs.tsxtrust.com/2020>. Any shareholder who wishes to receive a paper copy of the Circular should contact the Corporation's transfer agent, TSX Trust Company at 301 - 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, Facsimile: (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, March 24, 2021.

By Order of the Board,



John Baker, Chairman of the Board



## Notes

1. **Registered shareholders who are unable or choose not 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 301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, by facsimile transmission to (416) 595-9593 or on the internet at <http://www.voteproxyonline.com> prior to 11:00 AM (NLT) on Monday, May 10, 2021, 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 March 23, 2021 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, 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1, by facsimile transmission to 1-416-595-9593 or on the internet at <http://www.voteproxyonline.com> prior to 11:00 AM (NLT) on Monday, May 10, 2021, 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.**

