



www.cipherresources.com

Unit 1 – 15782 Marine Drive,
White Rock, British Columbia, Canada V4B 1E6

NOTICE of ANNUAL GENERAL and SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “Meeting”) of the shareholders of Cipher Resources Inc. (the “Company”) will be held in the offices of: Cassels Brock & Blackwell LLP, 2200 – 885 West Georgia Street, Vancouver, British Columbia on Friday, September 28, 2018, at the hour of 9:00 a.m. (Pacific Standard Time) for the following purposes:

1. to have placed before the Meeting the audited financial statements of the Company for the fiscal year ended March 31, 2018, together with the auditors’ report thereon;
2. increase number of directors to six;
3. to elect directors for the ensuing year;
4. to appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as auditors for the Company for the ensuing year and to authorize the directors to fix the remuneration of the auditors;
5. to consider and, if thought fit, with or without variation, the Option Plan Resolution the full text of which is set forth in Part 3 of the Information Circular, to renew the stock option plan for directors, officers, employees, consultants and other personnel of the Company, subject to regulatory approval;
6. to consider and, if thought fit, with or without variation, the Terra Capital Change of Control Resolution, the full text of which is set forth in Part 3 of the Information Circular, to have disinterested shareholders approve the creation of a new control person;
7. to consider and, if thought fit, with or without variation, the Endeavour Financial Change of Control Resolution, the full text of which is set forth in Part 3 of the Information Circular, to have disinterested shareholders approve the creation of a new control person;
8. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying Management Information Circular provides additional information relating to the matters to be addressed at the Meeting and is deemed to form part of this Notice.

The Directors have fixed the close of business on August 24, 2018, as the record date for determination of Shareholders entitled to notice of and the right to vote at the Meeting either in person or by proxy.

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those who are unable to attend the Meeting are encouraged to read, complete, sign, date and mail the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Management Information Circular accompanying this Notice. Please advise the Company of any change in your mailing address.

Dated at Vancouver, British Columbia this 24th day of August 2018.

BY ORDER OF THE BOARD OF DIRECTORS

“Elena Tanzola”

Interim President, CEO and Director