

TRUE GRIT RESOURCES LTD.

Suite 404, 999 Canada Place
Vancouver, BC V6C 3E2
Telephone: (604) 657-7004

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of shareholders of True Grit Resources Ltd. (the “**Company**”) will be held at the offices of Clark Wilson LLP, 900 - 885 West Georgia Street, Vancouver, British Columbia, on Tuesday, December 12, 2017, at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

- (1) to receive the audited financial statements of the Company for the fiscal year ended March 31, 2017, and the accompanying report of the auditors;
- (2) to set the number of directors of the Company for the ensuing year at four (4) persons;
- (3) to elect Byron Coulthard, Cyrus Driver, David McCue and Allan Williams as directors of the Company;
- (4) to appoint Anton Bryson Schindler Chartered Professional Accountants LLP, as the auditors of the Company for the fiscal year ending March 31, 2018 and to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending March 31, 2018;
- (5) to consider and, if thought fit, to approve an ordinary resolution to ratify, confirm and approve the adoption of the Company’s 2017 Stock Option Plan, as described in the accompanying information circular (the “**Information Circular**”);
- (6) to consider and, if thought fit, to approve a special resolution approving the consolidation of the issued and outstanding common shares of the Company on a one (1) for two (2) basis;
- (7) to consider and, if thought fit, to approve a special resolution approving the consolidation of the issued and outstanding common shares of the Company on a one (1) for four (4) basis;
- (8) to consider and, if thought fit, to approve a special resolution approving the consolidation of the issued and outstanding common shares of the Company on a one (1) for six (6) basis;
- (9) to consider and, if thought fit, to approve a special approving the consolidation of the issued and outstanding common shares of the Company on a one (1) for eight (8) basis;
- (10) to consider and, if thought fit, to approve a special approving the consolidation of the issued and outstanding common shares of the Company on a one (1) for ten (10) basis; and
- (11) to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The board of directors of the Company has fixed October 24, 2017 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please vote by proxy by following the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 10th day of November, 2017.

By Order of the Board of Directors of

TRUE GRIT RESOURCES LTD.

“Byron Coulthard”

Byron Coulthard

President and Chief Executive Officer

PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED FORM OF PROXY AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED.