

SOFTROCK MINERALS LTD.

Notice of Annual and Special Meeting of Shareholders

TO: THE SHAREHOLDERS OF SOFTROCK MINERALS LTD.

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of holders ("**Shareholders**") of common shares ("**Common Shares**") of Softrock Minerals Ltd. ("**Softrock**" or the "**Corporation**") will be held at the Ramada Hotel, 708 – 8th Avenue S.W., Calgary, Alberta on Thursday, January 11, 2018 at 11:00 a.m. (Calgary time) for the following purposes:

1. to receive the annual comparative financial statements of the Corporation, together with the auditors' report thereon, for the year ended December 31, 2016, and the interim unaudited comparative financial statements of the Corporation for the three and nine month periods ended September 30, 2017;
2. to fix the number of directors to be elected at the Meeting at five;
3. to elect directors of the Corporation for the ensuing year;
4. to re-appoint Crowe MacKay LLP as auditors of the Corporation and to authorize the directors to fix their remuneration as such;
5. to re-approve the Corporation's share option plan as more particularly described in the Information Circular – Proxy Statement (the "**Information Circular**") of the Corporation accompanying this Notice;
6. to consider and, if thought advisable, approve, with or without variation, a special resolution to approve a consolidation of the Common Shares on a 4 to 1 basis, all as more particularly described in the Information Circular; and
7. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular which accompanies and forms part of this Notice.

The record date for the Meeting has been fixed at the close of business on December 12, 2017 (the "**Record Date**"). Only Shareholders of record as at the close of business on the Record Date are entitled to receive notice of the Meeting. Shareholders of record will be entitled to vote at the Meeting those Common Shares included in the list of Shareholders, prepared as at the Record Date, unless a Shareholder transfers Common Shares after the Record Date and the transferee of those Common Shares, having produced properly endorsed certificates evidencing such Common Shares or having otherwise established that the transferee owns such Common Shares, demands, at least 10 days before the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

If you are a registered Shareholder and are unable to attend the Meeting or any adjournment thereof in person, please complete, sign and mail the enclosed form of proxy to, or deposit it with, Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or by facsimile at 1-866-249-7775, so that it is received no

later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournment thereof. Registered Shareholders may also use the internet site at www.investorvote.com to transmit their voting instructions or vote by phone at 1-866-732-VOTE (8683) (toll free within North America), or 1-312-588-4290 (outside North America).

Non-registered or beneficial Shareholders who do not hold Common Shares in their own name but rather through a broker, financial institution, trustee, nominee or other intermediary must complete and return the voting instruction form provided to them or follow the telephone or internet-based voting procedures described therein in advance of the deadline set forth in the voting instruction form in order to have such Common Shares voted at the Meeting on their behalf. See "Advice to Beneficial Shareholders" in the Information Circular.

DATED this 12th day of December, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*The Honourable Nick Taylor*"
President and Chief Executive Officer