

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of shareholders of Kerr Mines Inc. (the “**Company**”) will be held at 11:00 a.m. (Toronto time) on December 20, 2018 at the Sheraton Centre Toronto Hotel, Huron Meeting Room, 123 Queen Street West, Toronto, ON M5H 2M9 for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the fiscal years ended June 30, 2018 and June 30, 2017, together with the auditors’ report thereon;
2. to elect directors to serve until the next annual general meeting;
3. to appoint auditors to hold office until the next annual meeting of the Company at a remuneration to be fixed by the board of directors;
4. to approve all unallocated entitlements under the Company’s Stock Option Plan for the ensuing three (3) years; and
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

This Notice is accompanied by a management information circular (the “**Circular**”) and form of proxy. The Circular provides additional detailed 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 annual and special meeting. Additional information about the Company and its financial statements are also available on the Company’s profile at [www.sedar.com](http://www.sedar.com).

The nature of the business to be transacted at the Meeting is described in further detail in the Circular. Proxies are being solicited by the management of the Company. Shareholders who are entitled to vote at the Meeting may vote either in person or by proxy. Shareholders who are unable to be present in person at the Meeting are requested to sign, date and deliver the accompanying proxy to the Company’s registrar and transfer agent, TSX Trust Company, Attention: Proxy Department, 301 - 100 Adelaide Street West, Toronto, ON M5H 4H1 or faxed to 416-361-0470 so it is received not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournment or adjournments thereof.

If you are a *non-registered shareholder* of the Company and receive these materials through your broker or another intermediary, please complete and sign the materials in accordance with the instructions provided to you by such broker or other intermediary.

**DATED** at Toronto, Ontario, this 16<sup>th</sup> day of November 2018.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Claudio Ciavarella”*

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Claudio Ciavarella  
Chief Executive Officer