



## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual general and special meeting of the shareholders of Niocan Inc. (the "Corporation") will be held at the at the offices of **Blakes, Cassels & Graydon, LLP. located at 1, Place Ville-Marie, Suite 3000, Montreal, Quebec H3B 4N8, at 10:00 a.m., Montreal time, on Wednesday, June 27, 2018**, for the following purposes:

1. To receive the report of management and the consolidated financial statements of the Corporation for the year ended December 31, 2017, together with the auditors' report thereon;
2. To elect the Directors of the Corporation for the ensuing year;
3. To appoint the auditors for the ensuing year and to authorize the Directors to fix their remuneration;
4. To consider and, if deemed advisable, adopt, with or without amendment, a resolution concerning the ratification and confirmation of the Corporation's stock option plan, and
5. To transact such other business as may properly be brought before the meeting or any adjournment thereof.

The enclosed Management Proxy Circular should be consulted for further details on the matters to be acted upon. A copy of the Form of Proxy for the meeting is also attached with this Notice.

DATED at Montreal, Quebec this 29th day of May, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

*[signed]*

Hubert Marleau  
Chairman of the Board of Directors,  
President and Chief Executive Officer

**Shareholders may exercise their rights by attending the meeting or by completing a form of proxy. Should you be unable to attend the meeting in person, please complete, date and sign the enclosed form of proxy and return it to the transfer agent and registrar of the Corporation, Computershare Investor Services Inc., in the envelope provided for that purpose. Your shares will be voted in accordance with your instructions as indicated on the form of proxy, or failing instructions, in the manner set forth in the accompanying Management Proxy Circular. Please refer to the accompanying Information Circular for additional particulars.**