

## JASPER MINING CORPORATION

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an Annual and Special Meeting of the shareholders of Jasper Mining Corporation (“the Corporation”) will be held at The Ranchmen’s Club, 710 - 13<sup>th</sup> Avenue SW, Calgary, AB T2R 0K9 on Wednesday, the 18<sup>th</sup> day of December, 2019 at 10:00 a.m. (Calgary time) for the following purposes:

1. Receiving the consolidated financial statements for the year ended December 31, 2018 and the auditor’s report thereon;
2. Electing directors;
3. Appointing Auditors of the Corporation;
4. To consider, and if deemed appropriate, pass a Special Resolution authorizing the Directors of the Corporation to convert the \$11,550 debt owing by the Corporation to Xon Office Condo Ltd. into common shares of the Corporation at \$0.10 per share for a total of 115,500 common shares;
5. To consider, and if deemed appropriate, pass a Special Resolution authorizing the Directors of the Corporation to convert the \$42,262 debt owing by the Corporation to Gordon F. Dixon Professional Corporation doing business as Dixon Law, into common shares of the Corporation at \$0.10 per share for a total of 422,620 common shares;
6. To consider, and if deemed appropriate, pass a Special Resolution authorizing the Directors of the Corporation to convert the \$66,490 debt owing by the Corporation to Gordon F. Dixon into common shares of the Corporation at \$0.10 per share for a total of 664,900 common shares;
7. To consider, and if deemed appropriate, pass a Special Resolution authorizing the Directors of the Corporation to convert the \$73,000 debt owing by the Corporation to Calalta Amusements Ltd. into common shares of the Corporation at \$0.10 per share for a total of 730,000 common shares;
8. Transacting such other business as may properly come before the meeting or any adjournment thereof.

Information relating to the matters to be brought before the Meeting is set forth in the Information Circular which accompanies this notice and which is expressly made as part of this Notice.

Shareholders who are unable to attend the meeting or any adjournment thereof in person and who wish to ensure that their shares will be voted are requested to complete, sign and mail the enclosed form of proxy in accordance with the instructions set out in the form of proxy in the Information Circular accompanying this notice.

**DATED** at Calgary, Alberta, this 15<sup>th</sup> day of November, 2019.

By Order of the Board of Directors  
**“Gordon F. Dixon, Q.C.”**  
President

#### **IMPORTANT**

Only holders of common shares of the Corporation of record at the close of business on November 13, 2019 are entitled to notice of the Meeting and only those holders of the common shares of the Corporation of record at the close of business on November 13, 2019 or who subsequently become shareholders and comply with the provisions of the *Business Corporations Act* (Alberta) are entitled to vote at the Meeting. If you are unable to attend in person, kindly fill in, sign and return the enclosed proxy in the envelope provided for that purpose.

Proxies, to be valid, must be deposited at the office of the registrar and transfer agent of the Corporation, Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1 not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the Meeting or an adjournment of the Meeting.

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**DRESS CODE enforced by The Ranchmen’s Club: No jeans, warm-up suits, sweatshirts, athletic shoes, t-shirts, tank tops, flip flops, apparel with slogans and commercial messages.**

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