

INTER-ROCK MINERALS INC.

2 Toronto Street, Suite 500
Toronto, Ontario
M4C 2B8

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that a Special Meeting (the “Meeting”) of Shareholders of Inter-Rock Minerals Inc. (the “Corporation”) will be held on Wednesday, December 6, 2017 at 10:00 a.m. (Toronto time) at 2 Toronto Street, Suite 500, Toronto, Ontario, M5C 2B6 for the following purposes:

(1) To consider and, if deemed advisable, to pass with or without variation, a special resolution authorizing the discontinuance of the Corporation in Barbados pursuant to section 356.4 of the *Companies Act* (Barbados) (The “Barbados Act”) and the continuance of the Corporation into Ontario pursuant to section 180 of the *Business Corporations Act* (Ontario) (the “OBCA”). The full text of the special resolution is set out in Schedule A to the Management Information Circular of the Corporation dated November 6, 2017.

(2) To consider and, if deemed advisable, to pass with or without variation, a resolution conditionally approving the repeal of the Corporation’s current by-law and the adoption of a new by-law.

A form of proxy and Management Information Circular accompany this notice.

The record date for the determination of those shareholders entitled to receive this notice is October 24, 2017. Each shareholder of the Corporation as at such record date is entitled to notice of the Meeting. If a person transfers ownership of any shares after the record date, the transferee will be entitled to vote such shares upon demand, not later than ten business days prior to the Meeting, that the transferee’s name be included on the list of the shareholders entitled to vote at the Meeting and upon establishing that the transferee owns such shares by producing properly endorsed share certificate or otherwise.

Pursuant to the Barbados Act, holders of common shares of the Corporation have the right to dissent in respect of the special resolution authorizing the discontinuance of the Corporation in Barbados and the continuance of the Corporation into Ontario, which right is described in the accompanying Management Information Circular (see “Rights of Dissenting Shareholders”). If the continuance becomes effective, a dissenting shareholder will be entitled to be paid the fair value of his shares provided he has complied with section 213 of the of the Barbados Act. A summary of section 213 of the Barbados Act is set out in the accompanying Management Information Circular. **Failure to comply strictly with the requirements of section 213 of the of the Barbados Act. may result in the loss of the right to dissent.**

Shareholders will be entitled to vote at the Meeting in person or by proxy. If it is not your intention to be present at the Meeting, please exercise your right to vote by promptly signing, dating and returning the enclosed form of proxy in the envelope provided for that purpose. In order to be acted upon, a proxy must be deposited prior to 10:00 a.m. (Toronto time) on December 4, 2017 at the office of the registrar and transfer agent, TSX Trust Company, Suite 301, 100 Adelaide Street West, Toronto, Ontario M5H 4H1, Fax: (416) 595-9593 or with the Chairman of the Meeting prior to the commencement of the Meeting, or any adjournment thereof. For further information respecting proxies, reference should be made to the Management Information Circular accompanying this notice.

DATED at Toronto this 6th Day of November, 2017.

By Order of the Board of Directors of
INTER-ROCK MINERALS INC.
signed “Michael B. Crombie”
Michael B. Crombie, CEO