



NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "**Meeting**") of the holders of common shares of Bonterra Resources Inc. (the "**Company**") will be held on November 20, 2019, at 10:30 am at the Queen Elizabeth Hotel, 900 René Lévesque Blvd, Montreal, (Québec) for the following purposes:

1. To set the number of directors to five (5) for the ensuing year.
2. To elect the directors of the Company for the ensuing year;
3. To receive the audited consolidated financial statements of the Company for the year ended May 31, 2019, and the report of the auditors thereon;
4. To appoint Crowe MacKay LLP, as auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
5. To consider and, if deemed advisable, adopt with or without variation, an ordinary resolution to approve the Company's Rolling Stock Option Plan, as more fully described in the accompanying Management Information Circular;
6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The Management Information Circular attached hereto contains additional information regarding the matters to be considered at the Meeting and is hereby deemed to be an integral part of this notice. Only the shareholders of record at the close of business on October 10, 2019, will receive a notice of the Meeting and will be entitled to vote, in person or by proxy, at the meeting.

The board of directors would like all shareholders to be present at the meeting. However, shareholders who are unable to attend the meeting in person are urged to complete the attached proxy form and return it to Computershare Investor Services Inc. or vote by telephone or using the internet as per the instructions provided in the Form of Proxy. Proxies to be used at the meeting must be returned to Computershare Investor Services Inc. before 10:30 am (EST) on November 18, 2019.

SIGNED in Montreal, on October 15, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) Greg Gibson

Bonterra Resources Inc.
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