

STRATABOUND MINERALS CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares ("**Shares**") of Stratabound Minerals Corp. ("**Stratabound**" or the "**Corporation**") will be held in the Dixon Room, Norton Rose Fulbright Canada LLP, 3600, 400 3rd Avenue SW, Calgary, Alberta on Wednesday, June 28, 2017 at 2:00 p.m. (Calgary time) for the following purposes:

1. to receive the audited financial statements of Stratabound for the financial year ended December 31, 2016, together with the auditors' report thereon;
2. to elect the directors of the Company for the ensuing year;
3. to appoint BDO Canada LLP, Chartered Accountants, as auditors and to authorize the board of directors to fix the auditors' remuneration;
4. to ratify the Corporation's Stock Option Plan; and
5. to transact such other business as may properly be brought before the Meeting, or any adjournment(s) thereof.

If you are a *registered shareholder* of the Corporation and are unable to attend the Meeting in person, please date and sign the enclosed form of proxy and deliver or mail it in the enclosed envelope to Computershare Investor Services, Inc. 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, Attention: Proxy Department. Please consult the proxy form for instructions with regard to voting using the Telephone or Internet. In order to be valid and acted upon at the Meeting or any adjournment thereof, proxies must be received at the aforesaid address not later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the time of the Meeting or any adjournment thereof.

If you are an *unregistered shareholder* of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the form of proxy provided in accordance with the instructions provided therein.

Only registered shareholders as at May 24, 2017 and their duly appointed proxyholders will be entitled to vote at the Meeting.

DATED at Calgary, Alberta, this 29th day of May, 2017.

ON BEHALF OF THE BOARD OF DIRECTORS

Terrence H. Byberg, President and Chief Executive Officer

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the issuer (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions. Please note that Telephone Voting and Internet Voting are acceptable, the procedures for which are outlined on the enclosed Proxy.