

CANTEX MINE DEVELOPMENT CORP.
203-1634 Harvey Avenue
Kelowna, BC V1Y 6G2
Telephone No.: (250) 860-8582 Fax No.: (250) 860-1362

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

Take notice that a special meeting of the shareholders of Cantex Mine Development Corp. (the “Corporation”) will be held at the Ramada Hotel and Conference Centre, 2170 Harvey Avenue, Kelowna, British Columbia, on May 22, 2019, at 1:30 p.m., local time, (the “Meeting”) for the following purposes:

1. to consider and vote on the ordinary resolution, with or without variation, to approve the participation by 0974052 B.C. Ltd., a company controlled by Charles Fipke, as to 4,500,000 units and by Charles E. Fipke Alter Ego Trust, a discretionary trust of which Charles Fipke is the trustee as to 1,700,000 Units in the Company’s private placement which closed its final tranche on March 29, 2019;
2. to consider any amendment to or variation of a matter identified in this Notice; and
3. to transact such other business as may properly come before the Meeting or adjournments thereof.

A Management Proxy Circular accompanies this Notice. The Management Proxy Circular contains details of matters to be considered at the Meeting.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it by fax, by hand or by mail in accordance with the instructions set out in the form of proxy and in the Management Proxy Circular.

Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form and in the Management Proxy Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

Pursuant to Multilateral Instrument 61-101 – *Protection of Minority Shareholders in Special Transactions* (“MI 61-101”), “interested parties” (as that term is defined in MI 61-101) are not entitled to vote on the resolution. Charles E. Fipke is the only interested party and as such the 19,515,968 Common Shares owned or controlled by him will be withheld from voting on the resolution to approve the participation of 0974052 B.C. Ltd. and Charles E. Fipke Alter Ego Trust in the private placement.

Dated at Kelowna, British Columbia, April 23, 2019.

BY ORDER OF THE BOARD

“Chad Ulansky”

Chad Ulansky
President and Chief Executive Officer