



1100 – 1111 Melville Street
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Phone: (604) 681-7010

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the Annual General and Special Meeting (the “**Meeting**”) of the shareholders of WAR EAGLE MINING COMPANY INC. (the “**Company**” or “**War Eagle**”) will be held at **Suite 1100, 1111 Melville Street**, Vancouver, British Columbia, on **Wednesday, September 5, 2018 at 10:30 a.m.** (Vancouver Time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the fiscal year ended March 31, 2018, together with the auditor’s report thereon;
2. To fix the number of directors at four (4);
3. To elect directors for the ensuing year;
4. To appoint Crowe MacKay LLP, Chartered Professional Accountants, as auditors for the Company for the ensuing financial year at a remuneration to be fixed by the directors;
5. To consider, and if thought fit, to pass an ordinary resolution to approve the Company’s Stock Option Plan, as more particularly described in the accompanying Information Circular;
6. To consider, and if deemed advisable, to pass a special resolution to change the name of the Company to “Warrior Gold Inc.” or such other name that is acceptable to the board of directors of the Company, as more particularly described in the accompanying Information Circular;
7. To consider, and if deemed advisable, to pass a special resolution to adopt new Articles for the Company, as more particularly described in the accompanying Information Circular; and
8. To transact such other business as may properly come before the Meeting or any adjournment(s) thereof.

The accompanying Information Circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Annual General and Special Meeting. Additional information about the Company and its financial statements are also available on SEDAR (www.sedar.com).

The Company’s board of directors has fixed *Wednesday, August 1, 2018* as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Computershare Investor Services Inc. (the “Transfer Agent”), at their offices located on the 9th Floor, 100 University Avenue, Toronto, Ontario or by toll-free fax within North America 1-866-249-7775 by **10:30 AM (Vancouver time) on Friday, August 31, 2018**, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement thereof. Alternatively, you may contact the Transfer Agent for online voting instructions or follow the online telephone voting instructions accompanying this Notice of Annual General and Special Meeting.

If you are a non-registered shareholder of the Company and received this Notice of Annual General and Special Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing or any other person that holds your security on your behalf (the “Intermediary”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 7th day of August 2018.

BY ORDER OF THE BOARD OF DIRECTORS

Yours truly,

/s/ Paul A. Carroll

Paul A. Carroll QC
Chairman of the Board