



**CARUBE COPPER CORP.**

**NOTICE OF THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual and a special meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**” or “**Carube Shareholders**”) of CARUBE COPPER CORP. (the “**Company**” or “**Carube**”) will be held at 3790 Carp Road, Carp, Ontario, on Friday, June 16, 2017, at the hour of 10:00am. (Eastern Time), for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the year ended August 31, 2016 and the auditor’s report thereon,
2. to fix the number of directors at eight and to elect those so nominated;
3. to appoint the auditor and authorize the directors to fix their remuneration;
4. to confirm and approve the Company’s stock option plan;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of the majority of the disinterested Shareholders of the Company, confirming, ratifying and approving the RSU/DSU plan of the Company (the “**RSU/DSU Plan**”) and to approve an increase to the maximum number of shares issuable under the RSU/DSU Plan, all as more specifically set out in the management information circular (the “**Circular**”) of the Company dated May 12, 2017;
6. to transact such further or other business as may properly come before the Meeting or any adjournment or postponement thereof.

The Circular contains the full text of the various resolutions to be presented at the Meeting and provides additional information relating to the subject matter of the Meeting. In order for the resolutions relating to the RSU/DSU Plan to become effective, it requires the approval of the majority of the disinterested Shareholders at the meeting pursuant to the requirements of the TSX Venture Exchange and NI 61-101, as applicable.

**NOTICE-AND-ACCESS**

Notice is also hereby given that the Company has decided to use the notice-and-access method of delivery of meeting materials for the Meeting. The notice-and-access method of delivery of Meeting materials allows the Company to deliver the Meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101-*Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations* (the “**Notice-and-Access Provisions**”). Under the Notice-and-Access Provisions, Shareholders still receive a proxy or voting instruction form (as applicable) enabling them to vote at the Meeting and may choose to receive a hard copy of the Circular. However, instead of a paper copy of the Circular, the annual financial statements and related Management Discussion and Analysis (MD&A) and other Meeting materials, Shareholders receive this notification with information on how they may access such Meeting materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing materials to Shareholders.

**Shareholders are reminded to view the Meeting materials prior to voting.** The Company will not use procedures known as ‘stratification’ in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the information circular to some shareholders with a notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

**WEBSITES WHERE MEETING MATERIALS ARE POSTED:**

The Circular and related documents are available under the Company’s profile @ [www.sedar.com](http://www.sedar.com) or on the website of the Company at [http://www.carubecopper.com/annual\\_meeting.html](http://www.carubecopper.com/annual_meeting.html)

**HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS:**

Registered holders or beneficial owners may request paper copies of the Meeting materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting materials are posted on the applicable website. In order to receive a paper copy of the Meeting materials or if you have questions concerning the Notice-and-Access Provisions, please contact the Company at 107 Falldown Lane, Carp, ON, K0A 1L0 Attention: Mr. Darrell Munro, Corporate Administrator, 613-839-0474 or 613-839-3258 or Toll free at: 1-844-639-3258.

All Shareholders are invited to attend the Meeting. Only Shareholders at the close of business on May 1, 2017 (the “**Record Date**”) are entitled to receive notice of and vote at the Meeting. If you are unable to attend the Meeting in person, please complete, date and sign the form of proxy or voting instruction form that accompanied the Notice of Meeting and return it, in the envelope provided, to **TSX Trust Company Services at 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1, Fax Number: (416) 361-0470**, so that it is received no later than 10:00 a.m. (Toronto time) on Wednesday June 14, 2017 or by 4:00 p.m. (Ottawa time) on the business day prior to the date which is 2 business days immediately prior any adjournment (the “**Proxy Deadline**”), failing which such votes may not be counted. Registered Shareholders may vote online at [www.voteproxyonline.com](http://www.voteproxyonline.com), while Beneficial Shareholders will have access to online voting at [www.proxyvote.com](http://www.proxyvote.com) as described in the voting instruction form or alternatively can also vote by returning the voting instruction form in the envelope provided to: Data Processing Centre, PO Box 2800, STN. LCD, Malton, Mississauga, ON L5T 2T8.

In order to allow for reasonable time to be allotted for a Shareholder to receive and review a paper copy of the Circular prior to the Proxy Deadline, the request must be received by 10:00 a.m. (Ottawa time) on June 7, 2017.

DATED at Ottawa, Ontario on the 12th day of May, 2017.

By Order of the Board of Directors

**CARUBE COPPER CORP.**

*“Alar Soever” (Signed)*

Alar Soever  
Chairman of the Board