

RUPERT RESOURCES LTD.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE is hereby given that the Annual General and Special Meeting (the “**Meeting**”) of the shareholders of **RUPERT RESOURCES LTD.** (the “**Company**”), will be held at the offices of Gowling WLG (Canada) LLP, 1 First Canadian Place, 100 King Street West, Suite 1600, Toronto, Ontario, Canada, M5X 1G5, on November 21, 2017, at 10:00 a.m. (Toronto time), for the following purposes:

1. To receive and consider the audited financial statements of the Company for the financial year ending February 28, 2017, together with the Auditors' Report thereon.
2. To re-appoint MNP LLP, as auditor of the Company to hold office until the next annual general and special meeting, at a remuneration to be fixed by the directors of the Company.
3. To fix the number of directors of the Company for the ensuing year at five (5).
4. To elect directors of the Company to hold office until the next annual general meeting of the Company.
5. To consider, and if thought advisable, to approve, with or without variation, an ordinary resolution, the full text of which is set forth in the accompanying Information Circular of the Company dated October 20, 2017 (the “**Information Circular**”), to approve the Company’s stock option plan.
6. To transact such other business as may properly be transacted at such meeting or at any adjournment thereof.

If you are unable to attend the Meeting in person, you may still vote on the above items by submitting an instrument of proxy (the “**Instrument of Proxy**”). A form of Instrument of Proxy has been provided in this package, together with an Information Circular which forms part of this Notice. Please refer to the Instrument of Proxy for instructions on completing the Instrument of Proxy. To be effective, the Instrument of Proxy must be completed, dated, signed and returned within the time limits and in accordance with the instructions set out in the Instrument of Proxy.

As stated in the accompanying Information Circular, the enclosed Instrument of Proxy is solicited by or on behalf of management of the Company, and the persons named as proxyholder are directors and/or officers of the Company, or nominees selected by management. You may appoint another to represent you at the Meeting by striking out the names of the persons therein and inserting, in the space provided, the name of the person you wish to represent you at the Meeting.

Shareholders holding common shares of the Company registered in the name of a broker or other nominee should ensure that they make arrangements to instruct the broker or other nominee how their common shares of the Company are to be voted at the Meeting in order for their vote to be counted at the Meeting.

DATED this October 20, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS
OF RUPERT RESOURCES LTD.**

(signed) "*Brian Hinchcliffe*"

Executive Chairman