



NOTICE OF THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of **MAYO LAKE MINERALS INC.** (the “**Company**”) will be held at 3790 Carp Road, Carp, Ontario, on Tuesday, December 5, 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 years ended December 31, 2015 and 2016 and the auditor’s report thereon,
2. to fix the number of directors at four and to elect those so nominated;
3. to appoint the auditor and authorize the directors to fix their remuneration;
4. to transact such further or other business as set forth in the documentation so circulated or that may properly come before the Meeting or any adjournment or postponement thereof.

The Information 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.

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.

WEBSITE WHERE MEETING MATERIALS ARE POSTED:

The Circular and related documents are posted at <http://mayolakeminerals.com/>

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS:

Shareholders may request paper copies of the Meeting materials be sent to them by postal delivery at no cost to them. 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 November 10, 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,

i) please complete, date and sign the form of proxy or voting instruction form that accompanied the Notice of Meeting and return it to 107 Falldown Lane, Carp, ON, K0A 1L0 Attention: Mr. Darrell Munro, Corporate Administrator, so that it is received no later than 4:00 p.m. a.m. (Ottawa time) on **Monday, December 4, 2017** (the “**Proxy Deadline**”), failing which such votes may not be counted.

ii) You may also elect to vote your proxy by sending a completed signed copy via e-mail to dmunro@mayolakeminerals.com.

Please contact Mr. Munro in order to confirm how many shares you owned as of the record date if you are unsure.

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 Monday, November 27, 2017.

DATED at Ottawa, Ontario on the 13th day of November, 2017.

By Order of the Board of Directors

MAYO LAKE MINERALS INC.

“Vern Rampton” (Signed)

Vern Rampton
Chairman of the Board