



49 NORTH RESOURCES INC.

**ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
NOTICE AND ACCESS NOTICE TO SHAREHOLDERS**

Registered holders (“**Registered Owners**”) and non-registered (beneficial) shareholders (“**Beneficial Owners**”, and collectively with Registered Owners “**Shareholders**”) of the common shares of 49 North Resources Inc. (the “**Company**”) are receiving this notice as the Company has elected to take advantage of the provisions of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* which came into force on February 11, 2013 (“**Notice-and-Access**”). Notice-and-Access is a set of rules that reduces the volume of materials that must be physically mailed to shareholders by allowing issuers to deliver meeting materials to shareholders electronically by providing shareholders with access to these materials online. Notice-and-Access will be used to deliver the meeting materials to Shareholders. The Company will not be using the procedure known as ‘stratification’ to deliver a paper copy of the meeting materials to any Shareholder with this notice package.

Under Notice-and-Access, Registered Owners still receive a form of proxy and Beneficial Owners still receive a form of proxy or voting instruction form enabling them to vote at the Shareholders’ meeting. However, instead of a paper copy of the notice of meeting and management information circular (“**Circular**”), Shareholders receive this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and also will reduce the cost of printing and mailing materials to Shareholders.

MEETING DATE AND LOCATION:

WHEN: Thursday, August 26, commencing at 10:00 a.m. (Central Standard Time)

WHERE: McKercher LLP, 374 Third Avenue South, Saskatoon, Saskatchewan

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

Financial Statements: Although no vote is required, shareholders will receive and consider the Company’s consolidated financial statements for the years ending December 31, 2018, December 31, 2019, and December 31, 2020, together with the report of the auditors thereon.

Election of Directors: Shareholders will be asked to elect directors for the ensuing year. Information respecting the election of directors may be found in the “Particulars of Matters to be Acted Upon – 2. Election of Directors” section of the Circular.

Appointment of Auditors: Shareholders will be asked to appoint Davidson & Company LLP as the Company’s auditor for the ensuing year and authorize the Company’s directors to fix their remuneration. Information respecting the appointment of Davidson & Company LLP may be found in the “Particulars of Matters to be Acted Upon – 3. Appointment of Auditors” section of the Circular.

Stock Option Plan: Shareholders will be asked to consider and approve the Company’s existing stock option plan for the ensuing year. Information respecting the stock option plan approval may be found in the “Particulars of Matters to be Acted Upon – 4. Annual Approval of Stock Option Plan Resolution” section of the Circular.

Other Business: Shareholders may be asked to consider other items of business that may be properly brought before the meeting. Information respecting the use of discretionary authority to vote on any such other business may be found in the “General – Voting of Proxies” section of the Circular.

Shareholders are reminded to view the meeting materials, including the Circular, prior to completing the proxy or voting instruction form.

WEBSITES WHERE MEETING MATERIALS ARE POSTED

Material can be viewed online under the Company's SEDAR profile at www.sedar.com, on the Company's website at www.fnr.ca and at the following internet address: <http://alliancetrust.ca/shareholders/>.

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Shareholders may request that a paper copy 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 Circular was filed on SEDAR by:

- Visiting the following internet address: <http://alliancetrust.ca/shareholders/>
- Calling 1-877-537-6111; or
- Sending an email to inquiries@alliancetrust.ca.

Requests should be received at least five (5) business days in advance of the proxy return date and time set out in the proxy or voting instruction form in order to receive the meeting materials in advance of such date and the meeting date. Additional information respecting how to obtain paper copies of the meeting materials may be found in the "General" section of the Circular.

VOTING:

Beneficial shareholders who have received a voting instruction form from Broadridge Financial Solutions Inc. ("**Broadridge**") must deposit the completed voting instruction form with Broadridge by mail or facsimile at the address or facsimile number noted thereon.

Shareholders who have received a proxy form directly from Alliance Trust Company are asked to return their proxies using one of the following methods at least forty-eight (48) hours (excluding Saturdays, Sundays and holidays) in advance of the proxy deposit date set out in the accompanying form of proxy:

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|------------|---|
| INTERNET: | http://alliancetrust.ca/shareholders/ |
| FACSIMILE: | 403-237-6181 |
| MAIL: | ALLIANCE TRUST COMPANY SUITE 1010, 407 – 2ND STREET S.W. CALGARY, ALBERTA T2P 2Y3 |

Additional information with respect to voting may be found in the "General" section of the Circular