



## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the shareholders (each a “**Shareholder**”) of Armor Minerals Inc. (“**Armor** ” or the “**Company**”) will be held at Suite 555 – 999 Canada Place, Vancouver, BC, Canada V6C 3E1 on Monday, September 30, 2019 at 10:00 am (Vancouver time), for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 and the auditors’ report thereon;
2. to set the number of directors at three (3);
3. to elect directors of the Company for the ensuing year;
4. to appoint Davidson & Company LLP, Chartered Professional Accountants, as auditors of the Company until the next annual general meeting and to authorise the directors to set their remuneration;
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 (the “**Circular**”); and
6. to transact such other business as may properly be brought before the Meeting and any adjournment or postponement thereof.

Accompanying this Notice of Meeting is: (i) an Information Circular, (ii) a form of proxy (the “**Proxy**”), and (iii) a form whereby Shareholders may request to receive the Company’s interim and annual financial statements and management’s discussion and analysis to be mailed to them.

### Notice and Access

The Company is using the notice-and-access provisions (“Notice and Access”) under the Canadian Securities Administrators’ National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* for the delivery of the Circular for the Meeting to its Shareholders.

Under Notice and Access, instead of receiving paper copies of the Circular, shareholders will be receiving a Notice and Access notification with information on how they may obtain a copy of the Circular electronically or request a paper copy. Registered Shareholders will still receive a proxy form enabling them to vote at the Meeting. The use of Notice and Access in connection with the Meeting helps reduce paper use, as well as the Company’s printing and mailing costs. The Company will arrange to mail paper copies of the Circular to those registered Shareholders who have existing instructions on their account to receive paper copies of the Company’s Meeting materials.

The Company urges Shareholders to review the Circular before voting.

### Accessing Meeting Materials Online

The Meeting materials can be viewed online under the Company’s profile at [www.sedar.com](http://www.sedar.com) or at <http://www.armorminerals.com/investors/agm>.

### **Requesting Printed Meeting Materials**

Any Shareholder who wishes to receive a paper copy of the Circular should contact the Company by telephone at (604) 687-1717 (collect calls will be accepted) or by email at [info@armorminerals.com](mailto:info@armorminerals.com).

Proxies are being solicited by management of the Company. Shareholders who are unable to be present in person at the Meeting are requested to date, complete and sign the enclosed Proxy and return it in the addressed envelope provided for that purpose (or use the communication means provided in the Proxy). To be valid, the completed Proxy must be deposited with the Company's transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 not less than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment or postponement thereof.

DATED at Vancouver, British Columbia this 21st day of August, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS  
OF ARMOR MINERALS INC.**

*/s/ Richard W. Warke*

Richard W. Warke  
President & CEO