

**SPEARMINT RESOURCES INC.**  
**PO Box 10112, Suite 1470 – 701 W. Georgia Street**  
**Vancouver, British Columbia V7Y 1C6**  
**Tel: (604) 646-6903 Fax: (604) 689-1733**

**NOTICE OF 2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

TAKE NOTICE that the Annual General Meeting (the "**Meeting**") of the shareholders of Spearmint Resources Inc. (the "**Company**" or "**Spearmint**") will be held at the offices of Clark Wilson LLP, at Suite 900 – 885 West Georgia Street, Vancouver, British Columbia, on:

**Wednesday, December 11, 2019 at 10:00 a.m.** (Pacific time) for the following purposes:

1. to receive the consolidated financial statements of the Company, together with the auditors' report thereon, for its fiscal year ended January 31, 2019;
2. to appoint Davidson & Company LLP, Chartered Professional Accountants, as the auditor of the Company until the next annual meeting and to authorize the directors to fix their remuneration;
3. to determine and set the number of directors of the Company at three (3) until the next annual meeting;
4. to elect directors of the Company to hold office until the next annual meeting; and
5. to transact such further or other business as may properly come before the Meeting or any adjournment or postponement thereof.

Accompanying this Notice are a Management Information Circular (the "**Information Circular**") and form of proxy. The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this Notice.

The Company has decided to take advantage of the notice-and-access model provided for under amendments to National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("Notice and Access") for the delivery of its Information Circular, the Company's audited financial statements and the Management's Discussion & Analysis for the financial year ended January 31, 2019 (collectively, the "**Meeting Materials**"), to its shareholders in respect of the Meeting.

Under Notice and Access, instead of receiving paper copies of the Information Circular, shareholders will be receiving a notice with information on how they may access the Meeting Materials electronically. However, shareholders will receive a proxy or voting instruction form, as applicable, enabling them to vote at the Meeting. The use of this alternative means of delivery is more environmentally friendly, as it will help reduce paper use and it will also reduce the Company's printing and mailing costs.

The Meeting Materials will be available on the Company's website at [www.spearmintresources.ca](http://www.spearmintresources.ca) as of October 31, 2019 and will remain on the website for one full year thereafter. Meeting materials are also available upon request, **without charge**, by e-mail at [office1470701@gmail.com](mailto:office1470701@gmail.com) or by calling toll-free at 1-855-646-6901 (in North America) or at +1-604-646-6903 (outside North America), or can be accessed online on SEDAR at [www.sedar.com](http://www.sedar.com) as of October 31, 2019.

The Company will mail paper copies of the Meeting Materials to those registered and beneficial shareholders who have previously elected to receive paper copies of the Company's Meeting Materials. All other shareholders will receive a Notice and Access notification, which will contain information on how they may access the Meeting Materials electronically in advance of the Meeting.

The Company's board of directors has fixed October 28, 2019 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting or at any adjournment or postponement thereof. Each registered

shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

Registered shareholders are entitled to vote at the Meeting in person or by proxy. Registered shareholders who are unable to attend the Meeting, or any adjournment thereof, in person, are requested to read, complete, sign and return the form of proxy accompanying this Notice in accordance with the instructions set out in the form of proxy and in the Information Circular accompanying this Notice. Unregistered shareholders who received the form of proxy accompanying this Notice through an intermediary must deliver the proxy in accordance with the instructions given by such intermediary.

DATED at Vancouver, British Columbia, as of this 28<sup>th</sup> day of October, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“James Nelson”*

James Nelson  
Director, President, Chief Executive Officer and Secretary