

MELIOR RESOURCES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of shareholders of Melior Resources Inc. (the “**Corporation**”) will be held at 199 Bay Street, 53rd Floor, Commerce Court West, Toronto, Ontario on the 2nd day of December, 2015 at 10:00 a.m. (Toronto time), for the following purposes:

1. **TO RECEIVE** the audited consolidated financial statements of the Corporation for the financial year ended June 30, 2015, together with the auditor’s report thereon;
2. **TO ELECT** the directors of the Corporation for the ensuing year;
3. **TO REAPPOINT** MNP LLP, Chartered Accountants, as independent auditor of the Corporation and to authorize the board of directors of the Corporation to fix the remuneration of the auditor;
4. **TO CONSIDER** and, if deemed advisable, approve an ordinary resolution to confirm effective the Corporation’s stock option plan, as amended and restated, for the directors, senior officers, employees and consultants of the Corporation and its affiliated entities, as more particularly set out in Schedule “A” to the accompanying management information circular;
5. **TO CONSIDER** and, if deemed advisable, approve a special resolution to adopt new articles for the Corporation (the “**New Articles**”) which would replace the Corporation’s current articles, as more particularly set out in Schedule “B” to the accompanying management information circular;
6. **TO CONSIDER** and, if deemed advisable, approve a special resolution to include certain advance notice provisions for the nomination of directors by shareholders in certain circumstances in the New Articles, as more particularly set out in Schedule “C” to the accompanying management information circular; and
7. **TO TRANSACT** such further or other business as may properly come before the Meeting or any reconvened meeting following an adjournment thereof.

Details of the foregoing matters are contained in the accompanying management information circular of the Corporation.

The record date for entitlement to notice of the Meeting is November 2, 2015 (the “**Record Date**”). Each shareholder of the Corporation as at the Record Date shall be entitled to vote at the Meeting or any reconvened meeting following an adjournment thereof either in person or by proxy. A shareholder wishing to be represented by proxy at the Meeting or any reconvened meeting following an adjournment thereof must deposit his, her or its executed form of proxy with the Corporation’s transfer agent and registrar, TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1 (Attention: Proxy Department), on or before 10:00 a.m. (Toronto time) on, November 30, 2015, or at least 48 hours, excluding Saturdays, Sundays and holidays, before any reconvened Meeting at which the proxy is to be used.

DATED at Toronto, Ontario, this 2nd day of November, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

“Mark McCauley”

Mark McCauley
Chief Executive Officer