

**FIELDDEX EXPLORATION INC.**  
**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**  
**June 22, 2016**

TAKE NOTICE that an Annual and Special Meeting of Shareholders (the “**Meeting**”) of FIELDDEX EXPLORATION INC. (the “**Corporation**”) will be held:

Place: Best Western Albert Centre-Ville  
Richmont Hall  
84 Principale  
Rouyn-Noranda, Québec J9X 4P2

Date: June 22, 2016

Time: 11:00 a.m.

The purposes of the Meeting are:

1. To receive and consider the financial statements of the Corporation for the fiscal year ended December 31, 2015 and the auditors’ report thereon;
2. To elect directors;
3. To appoint auditors and authorize the directors to fix their remuneration;
4. Consider, and if deemed advisable to adopt, a resolution in the form annexed as Schedule B to the Management Information Circular, ratifying and confirming the 2003 Stock Option Plan, as amended, of the Corporation;
5. Consider, and if deemed advisable adopt, a special resolution in the form annexed as Schedule C to the Management Information Circular, authorizing an amendment to the Articles of the Corporation so as to, if deemed advisable by the Board of Directors of the Corporation, consolidate, no later than twelve months from the date of the Meeting, the issued and outstanding common shares of the Corporation on the basis of one common share for a maximum of every ten (10) common shares issued and outstanding; and
6. To transact such other business as may properly be brought before the Meeting.

Only persons registered as shareholders on the records of the Corporation as of the close of business on May 16, 2016 are entitled to receive notice of, and to vote or act at, the Meeting. No person who becomes a shareholder after the Record Date will be entitled to vote or act at the Meeting or any adjournment thereof.

If you are unable to attend the Meeting in person, please date, complete and sign the enclosed form of proxy and deliver it to Computershare Investor Services Inc. (i) by mail or hand delivery to Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, or (ii) by facsimile to 416-263-9524 or 1-866-249-7775. A shareholder may also vote using the Internet at [www.investorvote.com](http://www.investorvote.com) or by telephone at 1-866-732-8683. In order to be valid and acted upon at the Meeting, the form of proxy must be received no later than 5:00 p.m. (eastern time) on June 20, 2016 or be deposited with the Secretary of the Corporation before the commencement of the Meeting or any adjournment thereof.

DATED at Rouyn-Noranda, Québec  
May 24, 2016

BY ORDER OF THE BOARD OF DIRECTORS

*(signed) Martin Dallaire*

Martin Dallaire  
President and Chief Executive Officer