

**JASPER MINING CORPORATION**

**NOTICE OF ANNUAL AND SPECIAL MEETING  
OF SHAREHOLDERS TO BE HELD  
OCTOBER 19, 2022**

**TO THE HOLDERS OF COMMON SHARES**

Notice is hereby given that an annual and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Common Shares**") of Jasper Mining Corporation ("**Jasper**" or the "**Corporation**") will be held at the offices of Burnet, Duckworth & Palmer LLP located at 2400, 525 – 8<sup>th</sup> Avenue SW, Calgary, Alberta on Wednesday, October 19, 2022, at 10:00 a.m. (Calgary time) for the following purposes:

1. to receive the financial statements of the Corporation for the year ended December 31, 2021 and the auditor's report thereon;
2. to fix the number of directors to be elected at the Meeting at five (5);
3. to consider and, if thought appropriate, to elect directors of the Corporation;
4. to consider and, if thought appropriate, to appoint the auditors of the Corporation, authorizing the directors to fix their remuneration as such;
5. to consider and, if thought appropriate, to pass an ordinary resolution ratifying and approving the Corporation's amended and restated option plan (the "**Amended and Restated Option Plan**"), as more particularly described under "*Matters to be Acted Upon at the Meeting – Ratification and Approval of Amended and Restated Option Plan*" in the accompanying management information circular of the Corporation dated September 14, 2022 (the "**Information Circular**");
6. to consider and, if thought appropriate, to pass an ordinary resolution ratifying and approving the grant of an aggregate of 5,050,000 options to purchase Common Shares ("**Options**") to certain directors and officers under the Amended and Restated Option Plan, as more particularly described under "*Matters to be Acted Upon at the Meeting – Ratification and Approval of Outstanding Options Granted to the New Management Team*" in the accompanying Information Circular;
7. to consider and, if thought appropriate, to pass an ordinary resolution ratifying and approving the grant of an aggregate of 80,094 Options to a director of the Corporation, which Options represent the number of Options granted to such director that exceeded the individual grant limits pursuant to Policy 4.4 of the TSX Venture Exchange Corporate Finance Manual, as more particularly described under "*Matters to be Acted Upon at the Meeting – Ratification and Approval of Outstanding Options Granted to a Director*" in the accompanying Information Circular;
8. to consider and, if thought appropriate, to pass an ordinary resolution to repeal the by-laws of the Corporation and adopt a new form of by-laws of the Corporation as more particularly described under "*Matters to be Acted Upon at the Meeting – Repeal and Replacement of By-laws*" in the accompanying Information Circular;
9. to consider and, if thought appropriate, to pass a special resolution to approve an amendment to the articles of the Corporation to change the name of the Corporation to "Tuktu Resources Ltd.", as more particularly described under "*Matters to be Acted Upon at the Meeting – Name Change*" in the accompanying Information Circular;
10. to consider and, if thought appropriate, to pass a special resolution to approve an amendment to the articles of the Corporation to allow for the appointment between annual general meetings of up to 1/3 of the number of directors who held office at the expiration of the last annual meeting, as more particularly described under

*"Matters to be Acted Upon at the Meeting – Amendment of the Articles of the Corporation"* in the accompanying Information Circular; and

11. to transact such further and other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The nature of the business to be transacted at the Meeting and the specific details of the matters proposed to be put to the Meeting are described in further detail in the accompanying Information Circular.

The Corporation intends to hold the Meeting in person. However, we are aware of the evolving public health concerns and requirements respecting the COVID-19 pandemic and we encourage Shareholders to consider voting their Common Shares via proxy rather than attending the Meeting in person. The Corporation will be required to comply with applicable public health guidelines which at that time may prohibit or impose restrictions on in person attendance.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is September 14, 2022 (the "**Record Date**"). Shareholders whose names have been entered in the register of Shareholders at the close of business on that date will be entitled to receive notice of and vote at the Meeting, provided that, to the extent a Shareholder transfers the ownership of any of his or her Common Shares after such date and the transferee of those Common Shares establishes that he or she owns the Common Shares and requests, not later than 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Common Shares at the Meeting.

Shareholders who are unable to attend the Meeting or any adjournment(s) or postponement(s) thereof are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment(s) or postponement(s) thereof. To be effective, the accompanying form of proxy must be mailed so as to reach or be deposited with Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or by facsimile at 1-866-249-7775, not later than forty eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof. Registered Shareholders may also use the internet site at [www.investorvote.com](http://www.investorvote.com) to transmit their voting instructions or vote by phone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America).

The instrument appointing a proxy shall be in writing and shall be executed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

The persons named in the accompanying form of proxy are directors and officers of the Corporation. Each Shareholder has the right to appoint a proxyholder other than such persons, who need not be a Shareholder, to attend the Meeting and to act for such Shareholder and on such Shareholder's behalf at the Meeting. To exercise such right, the names of the management nominees should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.

DATED this 14<sup>th</sup> day of September, 2022.

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) "Tim de Freitas"

Tim de Freitas

President, Chief Executive Officer and Director