

**NORTHERN VERTEX MINING CORP.**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that a Special Meeting of Shareholders of **NORTHERN VERTEX MINING CORP.** (the “Company”) (the “Meeting”) will be held at Suite 910, 800 West Pender Street, Vancouver, British Columbia, V6C 2V6, on Tuesday, July 18, 2017, at the hour of 1:00 p.m. (Vancouver time), for the following purposes:

1. to consider, and if deemed advisable, to pass an ordinary resolution to approve the creation of a control shareholding position resulting from the investment of US\$20,000,000 by Greenstone Resources II L.P. on a non-brokered private placement basis in consideration for securities of the Company, as more particularly described in the accompanying Management Proxy Circular; and
2. to transact such further or other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

Accompanying this Notice is the Company’s Management’s Proxy Circular and a form of proxy (or voting instruction form if you hold common shares through a broker or other intermediary). The accompanying Management Proxy Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to and expressly made a part of this Notice of Meeting.

Shareholders are entitled to vote at the Meeting either in person or by proxy. If you are a registered shareholder of the Company and are unable to attend the Meeting in person, please complete, date and execute the accompanying form of proxy and deposit it with Computershare Investor Services Inc., 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, Fax 866-249-7775, or by following the procedure for telephone or internet voting provided in the accompanying form of proxy, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or any adjournment(s) or postponement(s) thereof, or with the Chairman of the Meeting on the day of the Meeting, prior to the commencement of the Meeting, or any adjournment(s) or postponement(s) thereof.

If you are a non-registered shareholder of the Corporation and received this Notice and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (an “Intermediary”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

Only holders of common shares of record as at the close of business on June 8, 2017 will be entitled to vote at the Meeting.

DATED at Vancouver, British Columbia, this 14<sup>th</sup> day June, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Kenneth E. Berry”*

Kenneth E. Berry  
President and Chief Executive Officer