NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
OF THE SHAREHOLDERS OF TERRAX MINERALS INC.

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the "**Meeting**") of the holders of the common shares of TerraX Minerals Inc. (the "**Company**") will be held at the offices of Cassels Brock & Blackwell LLP at Suite 2200 – 885 West Georgia Street, Vancouver, British Columbia, on the 17th day of December, 2019, at 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended January 31, 2019 and the auditor's report thereon;

2. to set the number of directors at seven (7) for the ensuing year;

3. to elect the directors of the Company for the ensuing year;

4. to appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix its remuneration;

5. to consider an ordinary resolution to approve certain amendments to the Company's stock option plan, as more fully described in the management information circular; and

6. to transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

A management information circular, either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders, and a reply card for use by shareholders who wish to receive the Company's interim and/or annual financial statements accompany this notice.

Registered shareholders are entitled to attend and vote at the Meeting in person or by proxy. Shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed form of proxy and return it to Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th floor, Toronto, Ontario, M5J 2Y1, not less than 48 hours (exclusive of Saturdays and holidays) before the Meeting. If a shareholder does not deliver a proxy in accordance with these instructions, then the shareholder will not be entitled to vote at the Meeting by proxy.

Non-registered shareholders who receive this notice and management information circular from their broker or other intermediary should complete and return the voting instruction form in accordance with the instructions provided with it. **If you are a non-registered shareholder and do not complete and return the materials in accordance with such instructions, you may not be entitled to vote at the Meeting, either in person or by proxy.**

DATED at Vancouver, British Columbia, this 8th day of November, 2019.

BY ORDER OF THE BOARD

"Stuart Rogers"
Stuart Rogers
CFO and Director