

MAMMOTH RESOURCES CORP.

150 York Street, Suite 410
Toronto, Ontario M5H 3S5

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF
SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an Annual General and Special meeting (the “**Meeting**”) of the shareholders of Mammoth Resources Corp. (the “**Company**”) will be held at the Company’s offices at 150 York Street, Suite 410 Toronto, Ontario on Wednesday, December 14, 2016 at 10:00 a.m. (local time in Toronto, Ontario). At the Meeting, the shareholders will receive the financial statements for the year ended January 31, 2015 and the year ended January 31, 2016, together with the auditor’s report thereon, and consider resolutions to:

1. elect directors for the ensuing year;
2. appoint Davidson & Company LLP, Chartered Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor;
3. confirm the Company’s stock option plan, as required annually by the policies of the TSX Venture Exchange;
4. to consider, and, if deemed appropriate, to pass with or without variation, a special resolution authorizing and approving the consolidation of the fully paid and issued common shares of the Company on a one (1) post-consolidation common share for up to five (5) pre- consolidation common shares basis, as more particularly set out in the section of the information circular entitled “Particulars of Matters to be Acted Upon – Consolidation of Common Shares; and
5. transact such other business as may properly be put before the Meeting.

Only registered shareholders at the close of business on October 28, 2016 will be entitled to vote at the Meeting.

If you are a *registered shareholder* of the Company and are unable to attend the Meeting in person, please read, sign and date the accompanying form of proxy for the Meeting and deposit it with Computershare Investor Services Inc. (“**Computershare**”) by courier or mail at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department, or by facsimile at 1-866-249-7775 (toll free in North America) or 1-416-263-9524 (international) by 10:00 a.m. (local time in Toronto, Ontario) on Monday, December 12, 2016 (or before 48 hours, excluding Saturdays, Sundays and holidays before any postponement or adjournment of the Meeting. Alternatively, registered shareholders may vote by telephone (1-866-734-8683) or online (www.investorvote.com) using the control number listed on the accompanying form of proxy.

If you are a *non-registered shareholder* of the Company, please complete and return the accompanying voting instruction form (or other form) in accordance with the instructions for completion and deposit well in advance of the deadline for depositing proxies.

An information circular and a form of proxy (or voting instruction form) accompany this notice.

DATED at Toronto, Ontario, the 7th day of November, 2016.

ON BEHALF OF THE BOARD

(signed) "Thomas Atkins" _____

Thomas Atkins

Director, President and Chief Executive Officer



MAMMOTH RESOURCES CORP.

Notice of Meeting

Important Notice Regarding the Availability of Proxy Materials for Mammoth Resources Corp., Annual and Special Meeting of Shareholders to be held at 410-150 York Street, Toronto, ON M5H3S5 on December 14, 2016 at 10:00 am

You are receiving this notice to advise that the proxy materials for the above noted securityholders' meeting are available on the Internet. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We remind you to access and review all of the important information contained in the information circular and other proxy materials before voting. The information circular and other relevant materials are available at:

www.mammothresources.ca

OR

www.sedar.com

Obtaining a Copy of the Proxy Materials

If you would like to receive a paper copy of the current meeting materials by mail, you must request one. There is no charge to you for requesting a copy.

Call us Toll Free at 1-647-478-8104 within North America to request a paper copy of the materials for the current meeting.

To ensure you receive the material in advance of the voting deadline and meeting date, all requests must be received by us no later than, 10 business days before the meeting to ensure timely receipt. If you do request the current materials, please note that another Voting Instruction Form/Proxy will not be sent; please retain your current one for voting purposes.

To obtain paper copies of the materials after the meeting date, please contact X1-647-478-8104.

Securityholder Meeting Notice

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities you must vote online, by telephone or by mailing the enclosed Voting Instruction form/Proxy for receipt before December 12, 2016 using the enclosed Business Reply Envelope.

The resolutions to be voted on at the meeting are listed below along with the Sections within the Information Circular where disclosure regarding the matter can be found.

1. Election of Directors – Page 4, Election of Directors
2. Appointment of Auditors – Page 14, Appointment of Auditors
3. Approval of Stock Option Plan – Page 18, Confirming Stock Option Plan
4. Consolidation of Common Shares – Page 19, Consolidation of Common Shares