



67 East 5th Avenue
Vancouver, B.C.
V5T 1G7

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON MARCH 31, 2015**

NOTICE IS HEREBY GIVEN that the 2015 annual general and special meeting (the “**Meeting**”) of the shareholders of Clear Mountain Resources Corp. (the “**Company**”) will be held at 67 East 5th Avenue, Vancouver, B.C., on Tuesday, March 31, 2015, at 10:00 a.m. (Vancouver time) for the following purposes:

1. To receive the audited financial statements of the Company for the year ended May 31, 2014 and the report of the auditor on those statements.
2. To set the number of directors for the ensuing year at four.
3. To elect directors for the ensuing year.
4. To appoint the auditor for the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor.
5. To consider and, if thought advisable, ratify and approve the Company’s existing stock option plan as more particularly described in the Company’s management information circular dated February 24, 2015 accompanying this Notice of Meeting (the “**Information Circular**”).
6. To transact such other business as may properly come before the Meeting or any adjournments thereof.

This notice is accompanied by the management Information Circular and either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders. Shareholders are requested to read the Information Circular and, if unable to attend the Meeting in person, complete, date, sign and return the proxy or voting instruction form, as applicable, so that as large a representation as possible may be had at the Meeting.

The Board of Directors of the Company has fixed the close of business on February 24, 2015 as the record date, being the date for the determination of the registered holders of common shares entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof. The Board of Directors has also fixed 10:00 a.m. (Vancouver time) on Friday, March 27, 2015, or no later than 48 hours before the time of any adjourned Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof shall be deposited with the Company’s registrar and transfer agent, TMX Equity Transfer Services.

DATED at Vancouver, British Columbia, as of the 24th day of February, 2015.

CLEAR MOUNTAIN RESOURCES CORP.

By: (signed) “**Richard Barth**”

Richard Barth
President and Chief Executive Officer