

KITRINOR METALS INC.
365 Bay Street, Suite 400
Toronto, Ontario M5H 2V1

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of shareholders of **Kitrinor Metals Inc.** (the “**Company**”) will be held on **Tuesday, November 22, 2016**, at 3:00 p.m. (Eastern time), at 365 Bay Street, Suite 400, Toronto, Ontario M5H 2V1 for the following purposes:

1. to receive and consider the audited financial statements of the Company for the year ended December 31, 2015, and the report of the auditors thereon;
2. to elect the directors of the Company;
3. to appoint the auditors of the Company and to authorize the directors to fix their remuneration;
4. to approve and confirm the stock option plan of the Company;
5. to pass, with or without variation, a special resolution to amend the Company’s articles of incorporation to:
 - (a) consolidate each of the issued and outstanding common shares of the Company by changing each ten (10) common shares of the Company into one (1) common share of the Company;
 - (b) change the name of the Company to such name as the directors of the Company may determine and may be acceptable to applicable regulatory authorities;
6. to pass, with or without variation, a resolution to approve a “Control Person” (as defined in the policies of the TSX Venture Exchange) of the Company; and
7. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The full text of the special resolution referred to in item 5 above is attached to this notice as Exhibit “A”.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his or her duly executed form of proxy with the Company’s transfer agent and registrar, TSX Trust Company, at 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1 not later than 3:00 p.m. (Eastern time) on Friday, November 18, 2016 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

NOTICE-AND-ACCESS

Notice is also hereby given that the Company has decided to use the notice-and-access method of delivery of meeting materials for the Meeting for beneficial owners of common shares of the Company (the “**Non-Registered Holders**”) and for registered shareholders. The notice-and-access method of delivery of meeting materials allows the Company to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under the notice-and-access system, registered shareholders will receive a form of proxy and the Non-Registered Holders will receive a voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the notice of Meeting, the management information circular, the annual financial statements and related management’s discussion and analysis and other meeting materials

(collectively the “**Meeting Materials**”), shareholders receive a notification with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing the Meeting Materials to shareholders. Shareholders are reminded to view the Meeting Materials prior to voting. The Company will not be adopting stratification procedures in relation to the use of notice-and access provisions.

Websites Where Meeting Materials Are Posted

Meeting Materials can be viewed online under the Company’s profile at www.sedar.com or on TSX Trust Company, the Company’s transfer agent and registrar, website at <http://noticeinsite.tsxtrust.com/KitrinorMetalsIncASM2016>. The Meeting Materials will remain posted on the TSX Trust Company’ website at least until the date that is one year after the date the Meeting Materials were posted.

How to Obtain Paper Copies of the Meeting Materials

Shareholders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on TSX Trust Company’s website. In order to receive a paper copy of the Meeting Materials or if you have questions concerning notice-and-access, please call the Company’s transfer agent and registrar, TSX Trust Company, toll free at 1-888-600-5869. **Requests should be received by 4:00 p.m. (Eastern time) on Friday, November 11, 2016 in order to receive the Meeting Materials in advance of the Meeting.**

The accompanying management information circular provides additional detailed 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 annual and special meeting. Additional information about the Company and its financial statements are also available on the Company’s profile at www.sedar.com.

DATED at Toronto, Ontario this 7th day of October, 2016.

BY ORDER OF THE BOARD

“Patrick Mohan” (Signed)

President and Chief Executive Officer

EXHIBIT “A”

SPECIAL RESOLUTION OF THE SHAREHOLDERS

OF

KITRINOR METALS INC.

AMENDMENT TO ARTICLES OF INCORPORATION

“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the articles of incorporation of the Company be amended to:
 - (a) consolidate each of the issued and outstanding common shares of the Company by changing each ten (10) common shares of the Company into one (1) common share of the Company. In the event the consolidation would result in a shareholder of the Company holding a fraction of a share a shareholder shall not receive a whole share of the Company for each such fraction;
 - (b) change the name of the Company to such name as the directors of the Company may determine and may be acceptable to applicable regulatory authorities;
2. notwithstanding that this resolution has been duly passed by the shareholders of the Company, the directors of the Company be, and they are hereby authorized and directed to revoke this resolution at any time prior to the issue of a certificate of amendment giving effect to the articles of incorporation and to determine not to proceed with the amendment of the articles of incorporation of the Company without further approval of the shareholders of the Company; and
3. any director or officer of the Company be and he or she is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, including, without limitation, the execution and delivery of articles of amendment in the prescribed form to the Director appointed under the *Business Corporations Act* (Ontario), the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.”