



**NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS  
to be held on TUESDAY, DECEMBER 15, 2020 at 9:30 a.m. EST via teleconference call only.**

The Company is having a meeting this year, which will be conducted via telephone conference call only, as a result of the extremely serious impact of the global coronavirus pandemic (COVID-19) and in response to the public health measures enacted by the Federal and Provincial Governments, Public Health Ontario and the City of Toronto, and to protect the health and well-being of our communities and our shareholders, employees, service partners and other stakeholders that participate in our shareholder meetings.

You are receiving this notice to advise that proxy materials for the above-noted shareholders' 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 (the "Circular") and other relevant materials are available at:

[www.rogueresources.ca](http://www.rogueresources.ca) OR [www.sedar.com](http://www.sedar.com)

Shareholders may obtain, without any charge to them, a paper copy of the Circular (and the audited financial statements and related management's discussion and analysis for the Company's last financial year and any documents referred to in the Circular), and further information on Notice and Access by contacting the Company as follows:

E-mail:	<a href="mailto:paul@rogueresources.ca">paul@rogueresources.ca</a>
Telephone:	647-243-6581
Mail:	44 Victoria Street, Suite 1612, Toronto, ON, M5C 1Y2

Requests for paper copies of the Circular (and any other related documents) must be received no later than 12:00 noon (EST) on Monday, November 23, 2020 in order for Shareholders to receive paper copies of such documents and return their completed Proxies by the deadline for submission of 9:00 am EST on Wednesday, December 9, 2020.

The resolutions to be voted at the meeting are listed below along with the sections within the information circular where disclosure regarding the matter can be found.

To receive the audited financial statements of the Company for the financial year ended April 30, 2020, together with the report of the auditor thereon;

To set the number of directors to be elected at the meeting at seven (7) (See "Election of Directors");

To elect directors for the ensuing year or until their successors have been duly elected or appointed (See "Election of Directors");

To appoint Smythe LLP as auditors for the ensuing year and to authorize the directors to determine the remuneration to be paid to the auditors (See "Appointment and Remuneration of Auditor");

To renew, by passing an ordinary resolution and obtaining disinterested shareholder approval, the Equity Incentive Plan as detailed in the Information Circular (See "Particulars of Other Matters to be Acted Upon") (the "Equity Incentive Plan Renewal Resolution");

To transact such other business as may properly come before the meeting or any adjournment thereof.

Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed proxy. A proxy will not be valid unless it is deposited by mail or by fax at the office of Computershare Trust Corporation of Canada, Proxy Department, 100 University Avenue, 9th Floor, Toronto, ON M5J 2Y1 [Fax: Within North America: 1-866-249-7775, Outside North America: (416) 263-9524] not less than 48 hours (excluding

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**Rogue Resources.**

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# Rogue Resources

Saturdays and holidays) before the time fixed for the Meeting or an adjournment thereof. Only Shareholders of record on October 29, 2020 are entitled to receive notice of and vote at the Meeting.

**Due to technical limitations, shareholders will not be permitted to vote via telephone and therefore are strongly recommended to vote their shares via proxy prior to the applicable cut-off times.**

**The Company encourages all shareholders to listen to the proceedings at the meeting and to ask questions. To participate, shareholders should attend the telephone conference call by dialing #1-647-478-7145 (Toronto Area / Overseas Direct) or 1-800-719-7514 (US / Canada Toll Free) and enter conference ID# 398340.**

DATED at Toronto, Ontario this 4<sup>th</sup> day of November 2020.

BY ORDER OF THE BOARD OF DIRECTORS OF  
ROGUE RESOURCES INC.

/s/ "**Sean Samson**"

President, Chief Executive Officer & Interim Chief Financial Officer

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