



**WALLBRIDGE MINING COMPANY LIMITED
NOTICE OF THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE is hereby given that the annual general and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of WALLBRIDGE MINING COMPANY LIMITED (the “**Corporation**”) will be held in a virtual-only format, which will be conducted via live webcast at <https://web.lumiagm.com/209605351> on June 5, 2020 at the hour of 4:30 p.m. in the afternoon (Toronto time) (the “**Meeting**”). With the emergence of COVID-19, and in light of limits on larger gatherings and our concern for the health and safety of our employees and shareholders, management of the Corporation has decided to hold this year’s Meeting as a virtual-only shareholder meeting with participation electronically, for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2019 and the report of the auditors on such financial statements;
2. to set the number of directors at nine (9);
3. to elect directors for the ensuing year;
4. to appoint auditors and authorize the directors to fix the auditors’ remuneration;
5. to consider, and if thought advisable, pass a resolution to approve, confirm and ratify the New By-Law No. 1A Resolution as described in further detail under the heading Item 14, PARTICULARS OF MATTERS TO BE ACTED UPON (D) APPROVAL OF BY-LAW NO. 1A in the attached management information circular dated April 21, 2020 (the “**Information Circular**”).

The nature of the business to be transacted at the Meeting is described in further detail in the Information Circular.

Due to the rapidly evolving global COVID-19 public health emergency and in consideration of the health and safety of our shareholders, colleagues and our broader community, this year’s Meeting will be held in a virtual meeting format only. This means that shareholders will not be able to attend the Meeting physically. A virtual-only meeting format is being adopted in response to the COVID-19 situation to enfranchise and give all shareholders an equal opportunity to participate at the Meeting regardless of their geographic location or the particular constraints, circumstances or risks they may be facing as a result of COVID-19.

Registered shareholders and duly appointed proxyholders who participate in the Meeting online will be able to listen to the Meeting, ask questions and vote at the Meeting in real time. Please see "Proxy Instructions and Voting" in the Information Circular for detailed instructions on how to attend, participate and vote at the Meeting.

NOTICE-AND-ACCESS

Notice is also hereby given that the Corporation has decided to use the notice-and-access method of delivery (“**Notice-and-Access**”) of Meeting Materials (as defined below) for the Meeting. Notice-and-Access allows the Corporation 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, Shareholders still receive a proxy or voting instruction form (as applicable) enabling them to vote at the Corporation’s meeting.



However, instead of a paper copy of the Information Circular, the annual financial statements and related management's discussion and analysis and other information (the "**Meeting Materials**"), Shareholders receive this 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 materials to Shareholders. **Shareholders are reminded to view the Meeting Materials prior to voting.**

WEBSITES WHERE MEETING MATERIALS ARE POSTED

Materials can be viewed online under the Corporation's profile at www.sedar.com or on the Corporation's website at <http://www.wallbridgemin.com/s/2020-AGM.asp>. The Corporation will not use procedures known as "stratification" in relation to the use of Notice-and-Access provisions. Stratification occurs when a reporting issuer using Notice-and-Access provides a paper copy of the Management Information Circular to some shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under Notice-and-Access, which will include a paper copy of the Information Circular.

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Registered holders or beneficial owners 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 the Corporation's website. In order to receive a paper copy of the Meeting Materials or if you have questions concerning Notice-and-Access, please call toll free at 1-866-600-5869.

Requests should be received by May 18, 2020 in order to receive the Meeting Materials in advance of the meeting date.

The directors have fixed that time which is 48 hours, excluding Saturdays, Sundays and holidays, prior to the hour of the meeting, or any adjournment thereof, as the time before which proxies to be used at the meeting must be deposited with the Corporation or an agent thereof (the "**Proxy Deadline**"). A failure to so deposit the proxy may result in its invalidation.

Only holders of shares of record at the close of business on April 24, 2020 will be entitled to receive notice of and vote at the Meeting. If you are unable to attend the Meeting virtually, please complete, sign and date the enclosed form of proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location set out in the form of proxy accompanying this notice.

To be effective, the enclosed form of proxy or voting instruction form must be mailed or faxed so as to reach or be deposited with the TSX (in the case of registered holders) at 301-100 Adelaide Street West Toronto, ON M5H 4H1 fax number: 416-595-9593, prior to the Proxy Deadline, failing which such votes may not be counted, or your intermediary (in the case of beneficial holders) with sufficient time for them to file a proxy by the Proxy Deadline. **Shareholders are reminded to review the Information Circular before voting.**

DATED at Toronto, Ontario this 21st day of April, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

"Marz Kord"

Faramarz ("**Marz**") Kord: President and CEO