

55 NORTH MINING INC.

401 Bay Street, Suite 2702
Toronto, Ontario, M5H 2Y4

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the annual and special meeting (“**Meeting**”) of the holders of common shares (the “**Common Shares**”) of 55 North Mining Inc. (the “**Company**”) will be held virtually at www.agmconnect.com/55North2021 via live webcast on June 22, 2021 at 2:00 p.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ending December 31, 2020 and the auditor’s report thereon;
2. set the number of directors authorized to be elected to four (4) directors and to elect the directors of the Company for the ensuing year;
3. to consider and, if deemed advisable, to pass, with or without variation, subject to the provisions of the corporate statute governing the Corporation at the applicable time, a special resolution authorizing an amendment to the Articles of the Corporation delegating the authority to the Board of Directors to set the number of directors from time to time between the minimum and maximum number of directors set out in the Articles of the Corporation;
4. re-appoint Scarrow & Donald LLP, as auditor of the Company for the ensuing year and authorize the directors to fix the auditor’s remuneration;
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

A copy of the Management Information Circular dated May 14, 2021 (the “**Circular**”) and a form of proxy (“**proxy**”) for the Meeting accompany this Notice.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is May 13, 2021 (the “Record Date”). Shareholders of the Company whose names have been entered in the register of Shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting.

Shareholders are requested to complete, date, sign and return the accompanying form of proxy in the enclosed return envelope. All instruments appointing proxies to be used at the Meeting, or at any adjournment thereof, must be deposited with AGM Connect, Suite 2704, 401 Bay Street, P.O. Box 4, Toronto, Ontario M5H 2Y4, not later than 2:00 p.m. (Toronto time) two business days preceding the date of the Meeting or any adjournment thereof or with the chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof.

Shareholders may beneficially own common shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary (“**Non-Registered Shareholders**”). Without specific instructions, intermediaries are prohibited from voting shares for their clients. If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by your broker, intermediary or its agent is returned according to their instructions sufficiently in advance of deadline specified by the broker, intermediary or its agent to ensure they are able to provide voting instructions on your behalf.

The persons named in the enclosed form of proxy are each a director and/or officer of the Company. Every shareholder has the right to appoint a person or company (who need not be a shareholder) to represent the shareholder at the Meeting other than the persons designated in the enclosed form of proxy. If the shareholder wishes to appoint a person or company other than the persons whose names are designated in the form of proxy, they may do so by inserting the name of the shareholder’s chosen proxyholder in the space provided in the form of proxy.

The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or his attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.

Due to the public health impact of the novel coronavirus (COVID-19) outbreak and to support the health and well-being of the Corporation's officers, directors, shareholders and other stakeholders, the Meeting will be held virtually via live webcast. Shareholders will not be able to attend the Meeting in person. Shareholders (both registered and non-registered) who choose to attend the Meeting may only do so via the live webcast of the Meeting.

Shareholders are encouraged to participate in the Meeting and will find important information along with detailed instructions about how to participate in the virtual meeting in the accompanying management information circular and on the 55 North Mining Voter Information Sheet distributed along with this Notice.

To attend the Meeting:

- Registered shareholders must visit <https://app.agmconnect.com> and login- using their unique AGM Connect Voter ID and Meeting Access Code and email of choice. Please contact AGM Connect via 1.416.222.4202 or support@agmconnect.com for more information.
- Non-registered shareholders should refer to the instructions in the accompanying management information circular for information on how to vote their shares, appoint a proxy and/or attend the virtual meeting. Please contact AGM Connect via 1.416.222.4202 or support@agmconnect.com for more information.

The online platform is fully supported across browsers and devices running the most updated version of applicable software plugins. Please ensure that you have a reliable internet connection with which to access and participate in the Meeting. The Meeting will begin promptly at 2:00 p.m. (Toronto time) on June 22, 2021. Online check-in will open one hour prior, at 1:00 p.m. (Toronto time). Please allow ample time for online check-in procedures.

By attending the Meeting via www.agmconnect.com/55North2021, shareholders will be able to participate in the Meeting via audio and video and Registered Shareholders or duly Appointed Proxyholders will be able to submit questions and vote. The board of directors of the Corporation (the "**Board**") believes that hosting the Meeting virtually will minimize the health risk that may be associated with large gatherings, while enabling increased shareholder attendance and encouraging more active shareholder engagement and participation at the Meeting.

DATED at Toronto, Ontario this 14th day of May 2021.

BY ORDER OF THE BOARD OF DIRECTORS

"Bruce Reid"
Bruce Reid
Chief Executive Officer