

**ALMADEX MINERALS LIMITED
NOTICE OF SPECIAL MEETING**

NOTICE IS HEREBY GIVEN THAT, pursuant to an order of the Supreme Court of British Columbia (the “**Court**”) dated Thursday, April 5, 2018 (the “**Interim Order**”), a special meeting (the “**Meeting**”) of the shareholders of Almadex Minerals Limited (“**Almadex**”) will be held at 11:00 a.m. (Vancouver time) on Tuesday, May 8, 2018 at the offices of Borden Ladner Gervais LLP, 1200 Waterfront Centre, 200 Burrard Street, in Vancouver, British Columbia for the following purposes:

1. to consider and, if thought fit, to pass, with or without variation, a special resolution (the “**Arrangement Resolution**”) to approve a statutory plan of arrangement (the “**Plan of Arrangement**”) under Section 288 of the *Business Corporations Act* (British Columbia) which involves, among other things, the distribution of common shares of 1154229 B.C. Ltd. (“**Spinco**”) to current shareholders of Almadex on a basis of one Spinco share per common share of Almadex outstanding, all as more particularly described in the management information circular (the “**Information Circular**”); and
2. to transact such further or other business as may properly come before the Meeting and any adjournments and postponements thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting. Please read it carefully. Copies of the Arrangement Resolution, the Plan of Arrangement, the Interim Order and Notice of Hearing for Final Order are attached to the Information Circular as Schedules “A”, “B”, “C”, and “D”, respectively.

Registered shareholders have a right of dissent in respect of the proposed Plan of Arrangement and to be paid the fair value of their common shares of Almadex. The dissent rights are described in the accompanying Information Circular (and specifically in Schedule “E”). Failure to strictly comply with the required procedure may result in the loss of any right of dissent.

Only shareholders of record at the close of business Thursday, March 29, 2018 will be entitled to receive notice of and vote at the Meeting.

DATED this 6th day of April, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “Morgan Poliquin”

Morgan Poliquin, President, Chief Executive Officer and Director

<p>Registered shareholders of Almadex unable to attend the Meeting are requested to date, sign and return their form of proxy in the enclosed envelope by no later than 11:00 a.m. (Vancouver time) on Friday, May 4, 2018. If you are a non-registered shareholder of Almadex and receive these materials through your broker or through another intermediary, please follow the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.</p>
