



602 – 224 4<sup>th</sup> Avenue South  
Saskatoon, SK S7K 5M5

September 19, 2017

**Dear Shareholder:**

We are pleased to invite you to the annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares in the capital of 49 North Resources Inc. which will be held on Wednesday, October 25, 2017 starting at 10:00 a.m. at McKercher LLP, 374 Third Avenue South, Saskatoon, Saskatchewan. This year 49 North Resources Inc. has elected to take advantage of the amendments to National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* which came into force on February 11, 2013 (“**Notice-and-Access**”). Notice-and-Access is a set of rules that reduces the volume of materials that must be physically mailed to Shareholders by allowing issuers to deliver meeting materials to Shareholders electronically by providing Shareholders with access to these materials online.

As a result, you will be receiving with this letter a Notice-and-Access Notice, which explains and sets forth important information with respect to how you may access the Management Information Circular for the Meeting, which outlines and explains the business to be conducted at the Meeting as well as other important information about 49 North Resources Inc., together with a form of proxy or voting instruction form.

If you are unable to attend the Meeting in person, we encourage you to cast your vote on the business matters to be conducted at the Meeting by completing and submitting the form of proxy or voting instruction form. For advice as to how to deliver your proxy or voting instruction form please see the discussion at page 1 of the Management Information Circular under the heading General.

Yours Truly,

signed “*Tom MacNeill*”

President and Chief Executive Officer  
49 North Resources Inc.

## 49 NORTH RESOURCES INC.

### ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS NOTICE AND ACCESS NOTICE TO SHAREHOLDERS

Registered holders (“**Registered Owners**”) and non-registered (beneficial) shareholders (“**Beneficial Owners**”), and collectively with Registered Owners “**Shareholders**”) of the common shares of 49 North Resources Inc. (the “**Company**”) are receiving this notice as the Company has elected to take advantage of the provisions of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* which came into force on February 11, 2013 (“**Notice-and-Access**”). Notice-and-Access is a set of rules that reduces the volume of materials that must be physically mailed to shareholders by allowing issuers to deliver meeting materials to shareholders electronically by providing shareholders with access to these materials online. Notice-and-Access will be used to deliver the meeting materials to Shareholders. The Company will not be using the procedure known as ‘stratification’ to deliver a paper copy of the meeting materials to any Shareholder with this notice package.

Under Notice-and-Access, Registered Owners still receive a form of proxy and Beneficial Owners still receive a proxy or voting instruction form enabling them to vote at the Shareholders’ meeting. However, instead of a paper copy of the notice of meeting and management information circular (“**Circular**”), Shareholders receive this notice 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 also will reduce the cost of printing and mailing materials to Shareholders.

#### MEETING DATE AND LOCATION:

WHEN: Wednesday, October 25, 2017, commencing at 10:00 a.m. (Saskatoon time)

WHERE: McKercher LLP, 374 Third Avenue South, Saskatoon, Saskatchewan

#### SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

**Financial Statements:** Although no vote is required, shareholders will receive and consider the Company’s consolidated financial statements for the year ended December 31, 2016, together with the report of the auditors thereon.

**Election of Directors:** Shareholders will be asked to elect directors for the ensuing year. Information respecting the election of directors may be found in the “Particulars of Matters to be Acted Upon – 2. Election of Directors” section of the Circular.

**Appointment of Auditors:** Shareholders will be asked to appoint Davidson & Company LLP as the Company’s auditor for the ensuing year, and authorize the Company’s directors to fix their remuneration. Information respecting the appointment of Davidson & Company LLP may be found in the “Particulars of Matters to be Acted Upon – 3. Appointment of Auditors” section of the Circular.

**Stock Option Plan:** Shareholders will be asked to consider and approve the Company’s existing stock option plan for the ensuing year. Information respecting the stock option plan approval may be found in the “Particulars of Matters to be Acted Upon – 4. Annual Approval of Stock Option Plan Resolution” section of the Circular.

**Other Business:** Shareholders may be asked to consider other items of business that may be properly brought before the meeting. Information respecting the use of discretionary authority to vote on any such other business may be found in the “General – Voting of Proxies” section of the Circular.

**Shareholders are reminded to view the meeting materials, including the Circular, prior to completing the proxy or voting instruction form.**

## **WEBSITES WHERE MEETING MATERIALS ARE POSTED**

Material can be viewed online under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com), on the Company's website at [www.fnr.ca](http://www.fnr.ca) and at the following internet address: <http://alliancetrust.ca/shareholders/>.

## **HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS**

Shareholders may request that a paper copy 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 Circular was filed on SEDAR by:

- Visiting the following internet address: <http://alliancetrust.ca/shareholders/>
- Calling 1-877-537-6111; or
- Sending an email to [inquiries@alliancetrust.ca](mailto:inquiries@alliancetrust.ca).

Requests should be received at least five (5) business days in advance of the proxy return date and time set out in the proxy or voting instruction form in order to receive the meeting materials in advance of such date and the meeting date. Additional information respecting how to obtain paper copies of the meeting materials may be found in the "General" section of the Circular.

## **VOTING:**

Shareholders are asked to return their voting instructions using one of the following methods at least forty- eight (48) hours (excluding Saturdays, Sundays and holidays) in advance of the date of the meeting:

INTERNET:	<a href="http://alliancetrust.ca/shareholders/">http://alliancetrust.ca/shareholders/</a>
FACSIMILE:	403-237-6181
MAIL:	ALLIANCE TRUST COMPANY SUITE 1010, 407 – 2ND STREET S.W. CALGARY, ALBERTA T2P 2Y3

Additional information with respect to voting may be found in the "General" section of the Circular