

## CARUBE COPPER CORP.

Suite 400, 365 Bay Street  
Toronto, Ontario M5H 2V1

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the "**Meeting**") of shareholders of **Carube Copper Corp.** (the "**Company**") will be held on **Thursday, May 24, 2018**, at the hour of 12:00 p.m. (Eastern time), at the National Club, 303 Bay Street, Toronto, Ontario M5H 2R1 for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the year ended August 31, 2017, and the report of the auditors thereon;
2. to consider and, if deemed advisable, pass, with or without variation, a special resolution to determine the number of directors of the Company and the number of directors to be elected at the Meeting to be six and to empower the directors of the Company, by resolution of the directors, to determine the number of directors within the minimum and maximum number set out in the articles of amalgamation of the Company;
3. to elect the directors of the Company;
4. to confirm the appointment by the board of directors of, and to appoint, the auditors of the Company and to authorize the directors to fix their remuneration;
5. to consider and, if deemed advisable, pass, with or without variation, a resolution to confirm the repeal of all existing by-laws of the Company and to enact a new by-law no. 1 of the Company;
6. to consider and, if deemed advisable, pass, with or without variation a resolution to confirm and approve the stock option plan of the Company; and
7. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The full text of the special resolution referred to in item 2 above is attached to this notice of the Meeting as exhibit A. A copy of the new by-law no. 1 referred to in item 5 above is attached as schedule B to the accompanying management information circular dated April 24, 2018 of the Company.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the Company's transfer agent and registrar, TSX Trust Company, at Suite 301, 100 Adelaide Street West, Toronto, Ontario M5H 4H1 not later than 12:00 p.m. (Eastern time) on Tuesday, May 22, 2018 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Company has by resolution fixed the close of business on Tuesday, April 17, 2018 as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of the Meeting. Additional information about the Company and its consolidated financial statements are also available on the Company's profile at [www.sedar.com](http://www.sedar.com).

**DATED** at Toronto, Ontario this 24<sup>th</sup> day of April, 2018.

**BY ORDER OF THE BOARD**

*"Alar Soever"* (signed)  
Chairman of the Board