

# BITTERROOT RESOURCES LTD.

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Bitterroot Resources Ltd. (the “Company” or “we”) will be holding its annual and special meeting of shareholders (the “Meeting”) on Wednesday, April 14, 2021 at 11:00 am (Vancouver time) at Suite 1130 – 400 Burrard Street, Vancouver, British Columbia V6C 3A6. A notice of meeting and management information circular in respect of the Meeting dated February 26, 2021 (the “Circular”) and the Company’s audited consolidated financial statements for the fiscal year ended October 31, 2020 and management’s discussion and analysis thereon (the “Financial Statements”) have been posted on the Company’s profile on the System for Electronic Document Analysis and Retrieval (“SEDAR”) at [www.sedar.com](http://www.sedar.com) and also on the Company’s website at [www.bitterrootresources.com](http://www.bitterrootresources.com).

You are receiving this notification because the Company has decided to use the notice-and-access mechanism for delivery of meeting materials to shareholders under National Instrument 54-101 – Communications with Beneficial Owners of Securities of a Reporting Issuer. Notice-and-access allows issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via SEDAR and the Company’s website, rather than mailing paper copies of such materials to shareholders. Under the notice-and-access procedure, you are still entitled to receive a form of proxy or voting instruction form enabling you to vote at the meeting. However, instead of paper copies of the proxy related materials, you are receiving this notice which contains information about how to access the materials electronically.

### MEETING DATE AND LOCATION

The Meeting of the Company will be held:

**DATE:** Wednesday, April 14, 2021                      **PLACE:** Suite 1130 - 400 Burrard Street  
**TIME:** 11:00 a.m.    Vancouver, B.C. V6C 3A6

As a shareholder of the Company, you have the right to vote your shares, either by proxy or in person at the Meeting. The Meeting is being held for shareholders to consider the following matters:

1. To receive and consider the Report of the Directors.
2. To receive and consider the audited consolidated Financial Statements of the Company for the year ended October 31, 2020 together with the Auditors' report thereon.
3. To set the number of directors at 3 [see information in the Circular under the heading “Election of Directors”].
4. To elect Directors for the ensuing year [see information in the Circular under the heading “Election of Directors”].
5. To re-appoint Davidson & Company LLP, as Auditor for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the Auditor [see information in the Circular under the heading “Appointment of Auditors”].
6. To approve the Stock Option Plan [see information in the Circular under the heading “Approval of Stock Option Plan”].
7. To transact such other business as may properly come before the meeting, or any adjournments or postponements thereof.

The Circular and form of proxy or voting instructions form for the Company provide additional information regarding the matters to be dealt with at the Meeting. **Please review the Circular prior to voting.**

### VOTING

Registered shareholders who are unable to attend the Meeting are requested to complete and deposit the proxy **at least 48 hours (excluding Saturdays and holidays) before** the time of the Meeting or adjournment thereof or with the chairman of the Meeting prior to the commencement thereof by:

- (a) completing, dating and signing the enclosed form of proxy and returning it to the Company’s transfer agent Computershare Trust Company of Canada at Proxy Dept., 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1;
- (b) using a touch tone phone to transmit voting choices by calling the number specified on the enclosed form of proxy and following the instructions of the telephone response system; or
- (c) using the internet through the website of the Company’s transfer agent at [www.computershare.com/ca/proxy](http://www.computershare.com/ca/proxy).

Most shareholders do not hold their shares in their own names. Such shares may be beneficially owned by you but registered either: (a) in the name of an intermediary such as a bank, trust company, securities dealer or broker, or the trustee or administrator of a self-administered RRSP, RRIF, RESP, TFSA or similar plan, or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) or its nominee, of which the intermediary is a participant. If your shares are shown in an account statement provided to you by your intermediary, in almost all cases, your shares will not be registered in your name in the records of the Company. Only proxies deposited by registered shareholders can be recognized and acted upon at the Meeting. As a result, if you hold your Shares through a broker or other intermediary, we urge you to complete only the voting instruction form or provide your

voting instructions to your broker or other intermediary by other acceptable methods as described on the voting instruction form. Please read the instructions regarding how to vote at, or attend, the Meeting under “Completion and Voting of Proxies — Non-Registered Shareholders” in the Circular.

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

Shareholders who have previously requested to be placed on the Company’s supplemental mailing list will be sent paper copies of the Circular. To be included on the Company’s supplemental mailing list for the upcoming year please complete and return the enclosed Supplemental return card.

Shareholders who are not on the Company’s supplemental mailing list can obtain a paper copy of the Circular or the Financial Statements by calling the Company at 604-922-1351 or toll-free in North America at 1-844-922-1351, or by emailing the Company at [infoman@bitterrootresources.com](mailto:infoman@bitterrootresources.com). **Paper copies of the materials for the Meeting must be requested by no later than March 30, 2021**, in order to allow sufficient time to receive and review the materials for the Meeting and return the form of proxy in the prescribed time.

Shareholders who have questions regarding this form of notice and accessing the Information Circular and related material, the shareholder may call the Company at 604-922-1351 or toll-free in North America at 1-844-922-1351.

### **CAUTION CONCERNING COVID-19 PANDEMIC**

As of the date of this Notice and the accompanying Information Circular it is the intention of the Company to hold the Meeting at the location stated above in this Notice. In addition, in order to mitigate potential risks to the health and safety of its shareholder, employees, communities and other stakeholders, the Company is strongly encouraging shareholders and others not to attend in person. **Shareholders who do wish to attend the Meeting in person, please contact Ari M. Shack at (604) 681-5885 or [ashack@affinitylaw.ca](mailto:ashack@affinitylaw.ca). You will be required to sign and submit a screening form 48 hours in advance of the Meeting.** Shareholders should carefully consider and follow the instructions of the federal Public Health Agency of Canada.

In addition, we urge our shareholders to review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting.

These recommendations are made based on the advisories of Canadian public health authorities and intended to reduce potential risks associated with larger gatherings and travel, associated with the COVID-19 pandemic (“COVID-19”).

In any event, please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days immediately prior to the Meeting. All shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described on pages 1 to 2 of the Information Circular accompanying this Notice.

The Company reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including:

- changing the Meeting date and/or changing the means of holding the Meeting;
- denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 14 days immediately prior to the Meeting; and
- such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting.

Should any such changes to the Meeting format occur, the Company will announce any and all of these changes by way of news release, which will be filed under the Company’s profile on SEDAR ([www.sedar.com](http://www.sedar.com)) as well as on our Company website at [www.bitterrootresources.com](http://www.bitterrootresources.com). We strongly recommend you check SEDAR and the Company’s website prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19, the Company will not prepare or mail amended Meeting proxy materials.

**DATED** at Vancouver, British Columbia, as of February 26, 2021.

**ON BEHALF OF THE BOARD OF DIRECTORS**

*“Michael S. Carr”*

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MICHAEL S. CARR, Director