

## SPROTT RESOURCE HOLDINGS INC.

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "Meeting") of the holders of common shares of SPROTT RESOURCE HOLDINGS INC. (the "Corporation" or "SRHI") will be held virtually at <https://web.lumiagm.com/242957813> on Tuesday, June 23, 2020 at 12:00 p.m. (Toronto time), for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the year ended December 31, 2019, together with the auditors' report thereon;
2. to elect the directors of the Corporation to hold office until the close of the next annual meeting of shareholders;
3. to appoint PricewaterhouseCoopers LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the board of directors to fix the remuneration to be paid to the auditors;
4. to pass an ordinary resolution, ratifying and re-approving the Corporation's 10% rolling stock option plan as more particularly set out in the Management Information Circular accompanying this Notice of Meeting; and
5. to transact such further and other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The Management Information Circular ("Circular") provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice.

Whether or not you expect to participate in the Meeting, please exercise your right to vote by completing and returning the form of proxy. Please complete, date and sign the enclosed form of proxy and return it in the enclosed envelope to TSX Trust Company, at 100 Adelaide Street West, Suite 301, Toronto, Ontario, Canada, M5H 4H1, or by facsimile at (416) 595-9593, Attention: Proxy Department or vote on-line at [www.voteproxyonline.com](http://www.voteproxyonline.com). If you are a beneficial shareholder and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or intermediary. To be effective, a proxy must be received by TSX Trust Company, not later than 12:00 p.m. (Toronto time) on June 19, 2020, or in the case of any adjournment of the meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the adjournment.

SRHI is actively monitoring the coronavirus disease 2019 (COVID-19) situation and is sensitive to the public health and travel concerns shareholders and other potential Meeting attendees may have and the protocols that federal, provincial, and local governments have and may further impose. Due to current government orders and public health directives regarding social distancing, including the maximum size of public gatherings, SRHI will be convening and conducting an audio-only virtual Meeting. At the virtual Meeting, registered shareholders, non-registered (or beneficial) shareholders, and their duly appointed proxyholders will be able to participate and vote "real time" at the Meeting, provided they are connected to the internet and have logged in at <https://web.lumiagm.com/242957813>. Non-registered shareholders must carefully follow the procedures set out in the Circular in order to vote virtually and participate in the Meeting through the live audio webcast. Non-registered shareholders who do not follow the procedures set out in the Circular will nonetheless be able to listen to the live webcast of the Meeting, but will not be able to participate in the Meeting or vote. There will not be a formal presentation by management at the Meeting. You have to be connected to the internet at all times to be able to vote — it is your responsibility to make sure you stay connected for the entire Meeting.

To ensure that shareholders' votes are cast at the Meeting, SRHI encourages each shareholder to submit a form of proxy or voting instruction form in a timely manner in advance of the Meeting, further to the instructions in the accompanying Circular. The Meeting will be available online through a live webcast accessible via <https://web.lumiagm.com/242957813>.

BY ORDER OF THE BOARD

Toronto, Ontario  
May 12, 2020

*"Terrence Lyons"*  
Terrence Lyons  
Chairman of the Board