

**NOTICE-AND-ACCESS NOTIFICATION FOR
ANNUAL MEETING OF SHAREHOLDERS OF
NOBLE IRON INC.**

NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notification as Noble Iron Inc. (the “**Corporation**”) has decided to use the notice and access model under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (the “**Notice and Access Provisions**”) for delivery of meeting materials to its shareholders (the “**Shareholders**”) in respect of its annual and special meeting of shareholders to be held on Thursday, August 11, 2016 at 1:00 p.m. (the “**Meeting**”).

Under notice and access, Shareholders still receive a proxy or voting instruction form enabling them to vote at the Meeting. However, instead of paper copies of the notice of meeting (the “**Notice**”), management information circular (the “**Circular**”), and the annual financial statements for the year ended December 31, 2015 and the auditors’ reports thereon (the “**Annual Reports**”, and together with the Notice and the Circular, the “**Meeting Materials**”), Shareholders receive this notice with information on how they may access such Meeting 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 the Meeting Materials to Shareholders.

MEETING DATE AND LOCATION

The Corporation will be holding the Meeting on Thursday, August 11, 2016 at 1:00 p.m. at the offices of Wildeboer Dellelce LLP, Wildeboer Dellelce Place, Suite 800, 365 Bay Street, Toronto, Ontario, Canada.

SHAREHOLDERS WILL BE ASKED TO VOTE ON THE FOLLOWING MATTERS:

- **Election of Directors:** To elect directors of the Corporation for the ensuing year. See the section entitled “**Election of Directors**” in the Circular.
- **Appointment of Auditor:** To appoint Collins Barrow Toronto LLP as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration. See the section entitled “**Appointment of Auditor**” in the Circular.
- **Other Business:** To transact such other business as may properly come before the Meeting or any adjournment thereof. See the section entitled “**Other Business**” in the Circular.

SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING.

HOW TO OBTAIN THE MEETING MATERIALS

The Meeting Materials have been posted and are available for review at <http://nobleiron.com> and also on the Corporation’s SEDAR profile at www.sedar.com. Shareholders who wish to receive a paper copy of the Meeting Materials or to obtain additional information about the Notice-and-Access Provisions should contact the Corporation at the toll-free number 1-877-796-6253 at any time up to and including the date of Meeting or any adjournment thereof.

In order to allow Shareholders a reasonable time to receive paper copies of the Meeting Materials and to vote their common shares of the Corporation, any Shareholders wishing to request paper copies as described above should ensure that such request is received by 5:00 p.m. (Toronto time) on July 29, 2016.

VOTING

Registered Holders are asked to return their **proxies** using the following methods by the proxy deposit date noted on the proxy:

Internet: Go to www.investorvote.com and follow the instructions.

Facsimile: Fax to Computershare at 1-866-249-7775 (toll-free in North America) or 1-416-263-9524.

Mail: Complete the form of proxy, sign it and mail it to the **Proxy Department** at:

Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1.

Beneficial Holders are asked to return their **voting information forms** (“VIFs”) using the following methods at least one business day in advance of the proxy deposit date noted on the VIF:

Internet: See the VIF for details.

Mail or Facsimile: Complete the VIF, sign it and return it to the address provided on the form, or fax it to the number provided on the form.

DATED: July 7, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

“Nabil Kassam” (signed)

Nabil Kassam
Founder, Chairman & CEO