



**NOBLE IRON INC.**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN THAT** an annual meeting of the shareholders of Noble Iron Inc. (the “**Corporation**”) will be held at the offices of Wildeboer Dellelce LLP, 8th Floor, 365 Bay Street, Toronto, Ontario on September 23, 2015 at 1 p.m. (Toronto time), for the following purposes:

1. **TO RECEIVE** the consolidated financial statements of the Corporation for the fiscal year ended December 31, 2014, together with the report of auditors thereon;
2. **TO ELECT** the directors of the Corporation;
3. **TO APPOINT** the auditors of the Corporation and to authorize the directors of the Corporation to fix the auditors’ remuneration;
4. **TO TRANSACT** such further and other business as may properly come before the meeting or any adjournment or adjournments thereof.

The Corporation has determined to deliver this notice of meeting and the accompanying management information circular and form of proxy (collectively, the “**Meeting Materials**”) to shareholders by posting the Meeting Materials online in accordance with the notice and access notification mailed to shareholders of the Corporation. The use of the notice and access procedures under applicable securities laws will significantly reduce the Corporation’s printing and mailing costs.

The Meeting Materials will be available online at <http://nobleiron.com> and will remain on the website for one full year. The Meeting Materials will also be available under the Corporation’s SEDAR profile at [www.SEDAR.com](http://www.SEDAR.com). All shareholders of the Corporation will receive a notice and access notification containing information on how to obtain electronic and paper copies of the Meeting Materials in advance of the Meeting. Shareholders wishing to receive paper copies of the Meeting Materials can request them from the Corporation by calling toll-free at 1-877-796-6253. The Corporation will mail paper copies of the Meeting Materials to requesting shareholders at no cost to them within three business days of their request, if such requests are made before the Meeting.

A shareholder wishing to be represented by proxy at the meeting or any adjournment thereof must deposit a duly executed form of proxy with the Corporation’s transfer agent and registrar, Computershare Investor Services Inc., 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, Attention: Stock Transfer Services – Proxy Department (Fax no. 1-866-249-7775), on or before the close of business on the second business day preceding the day of the meeting or any adjournment thereof at which the proxy is to be used.

**A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder's shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the management information circular.**

**DATED** the 10<sup>th</sup> day of August, 2015.

**BY ORDER OF THE BOARD**

*“Nabil Kassam”*

**Nabil Kassam**

Founder, Chairman & CEO