

**NOTICE-AND-ACCESS NOTIFICATION FOR
2019 ANNUAL MEETING OF SHAREHOLDERS OF
NOBLE IRON INC.**

NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notification as Noble Iron Inc. (the “**Company**”) 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 the Meeting Materials (as defined below) to its shareholders (the “**Shareholders**”) in respect of its annual meeting of shareholders to be held on Thursday, September 12, 2019 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**”), Shareholders receive this notice with information on how they may access the 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 Company will be holding the Meeting on Thursday, September 12, 2019 at 1:00 p.m. at the offices of Wildeboer Dellelce LLP, Suite 800, Wildeboer Dellelce Place, 365 Bay Street, Toronto, Ontario, Canada.

SHAREHOLDERS WILL BE ASKED TO VOTE ON THE FOLLOWING MATTERS:

- **Financial Statements:** to receive the audited financial statements of the Company for the financial year ended December 31, 2018 and the report of the auditor thereon.
- **Election of Directors:** To elect directors of the Company for the ensuing year. See the section entitled “**Election of Directors**” in the Circular.
- **Appointment of Auditor:** To appoint the auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration. See the section entitled “**Appointment of Auditors**” 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 “**Particulars of Other Matters to be Acted Upon**” 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 www.nobleiron.com and also under the Company's SEDAR profile at www.sedar.com. Shareholders who wish to receive a paper copy of the Circular or to obtain additional information about the Notice-and-Access provisions should contact the toll-free number 1-866-762-9475 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 Circular and to vote their common shares of the Company, any Shareholders wishing to request paper copies as described above should ensure that such request is received by no later than 5:00 p.m. (Toronto time) on August 30, 2019.

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.

Telephone: Call 1-866-732-VOTE (8683) (or 312-588-4290 for shareholders residing outside of Canada) from a touch tone telephone.

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 who are **NOBOs** (as defined in the Circular) 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.

Telephone: Call 1-866-732-VOTE (8683) (or 312-588-4290 for shareholders residing outside of Canada) from a touch tone telephone.

Mail: Complete the form of VIF, 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 who are **OBOs** (as defined in the Circular) will receive a voting instruction form from Broadridge Proxy Services. Such holders should follow the instructions on the forms received from Broadridge Proxy Services.

DATED: July 31, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

"Nabil Kassam" (signed)

Nabil Kassam
Founder, Chairman & CEO