



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 August 20, 2020 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, 2019, 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 CONSIDER** and, if deemed advisable, approve a resolution ratifying and approving amendments to the stock option plan of the Corporation; and
5. **TO TRANSACT** such further and other business as may properly come before the meeting or any adjournment or adjournments thereof.

We are committed to safeguarding the health and well-being of our employees, customers, shareholders and the community. In light of the novel coronavirus outbreak (COVID-19) and consistent with the latest guidance from public health and government authorities, this year’s Meeting will be available to our shareholders in a virtual format, by way of a live webcast. While we will also be holding the Meeting at the address noted above, the Corporation strongly encourages all shareholders to vote their shares in advance of the Meeting and to attend the Meeting via videoconference at <https://global.gotomeeting.com/join/871201405> rather than attending in person. You can also dial in using the following numbers: In Canada dial 1 (647) 497-9373 and in the United States dial 1 (669) 224-3319, and use access code 871-201-405. The Board and management will address the meeting and Shareholders will be able to listen and ask questions at the meeting in real time via the Internet. Voting in advance of the Meeting in accordance with the instructions set out on your form of proxy or voting instruction form will ensure your votes are counted at the Meeting, and participating via videoconference will help safeguard your health and the health of the Corporation’s personnel and the community generally.

We encourage you to make sure that your votes are represented at the meeting. Additional information on how to attend the virtual meeting and to vote your shares in advance of the Meeting is enclosed. Please take the time to vote using the proxy form or voting instruction form sent to you in accordance with the instructions thereon so that your shares are voted according to your instructions and represented at the Meeting.

The Corporation has determined to deliver this notice of meeting and the accompanying 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. 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 1-866-762-9475. 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, 8th Floor, Toronto, Ontario M5J 2Y1, Attention: Stock Transfer Services – Proxy Department, 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 15th day of July, 2020.

BY ORDER OF THE BOARD

“Nabil Kassam”

Nabil Kassam

Founder, Chairman & CEO