

BITTERROOT RESOURCES LTD.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Bitterroot Resources Ltd. (the “**Company**” or “**we**”) will be holding its annual and special meeting of shareholders (the “**Meeting**”) on Tuesday, April 7, 2020 at 11:00 am (Vancouver time) at Suite 1130 – 400 Burrard Street, Vancouver, British Columbia V6C 3A6. A notice of meeting and management information circular in respect of the Meeting dated February 20, 2020 (the “**Circular**”) and the Company’s audited consolidated financial statements for the fiscal year ended October 31, 2019 and management’s discussion and analysis thereon (the “**Financial Statements**”) have been posted on the Company’s profile on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at www.sedar.com and also on the Company’s website at www.bitterrootresources.com.

You are receiving this notification because the Company has decided to use the notice-and-access mechanism for delivery of meeting materials to shareholders under National Instrument 54-101 – Communications with Beneficial Owners of Securities of a Reporting Issuer. Notice-and-access allows issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via SEDAR and the Company’s website, rather than mailing paper copies of such materials to shareholders. Under the notice-and-access procedure, you are still entitled to receive a form of proxy or voting instruction form enabling you to vote at the meeting. However, instead of paper copies of the proxy related materials, you are receiving this notice which contains information about how to access the materials electronically.

MEETING DATE AND LOCATION

The Meeting of the Company will be held:

DATE: Tuesday, April 7, 2020 **PLACE:** Suite 1130 - 400 Burrard Street
TIME: 11:00 a.m. Vancouver, B.C. V6C 3A6

As a shareholder of the Company, you have the right to vote your shares, either by proxy or in person at the Meeting. The Meeting is being held for shareholders to consider the following matters:

1. To receive and consider the Report of the Directors.
2. To receive and consider the audited consolidated Financial Statements of the Company for the year ended October 31, 2019 together with the Auditors' report thereon.
3. To set the number of directors at 3 [see information in the Circular under the heading “Election of Directors”].
4. To elect Directors for the ensuing year [see information in the Circular under the heading “Election of Directors”].
5. To re-appoint Davidson & Company LLP, as Auditor for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the Auditor [see information in the Circular under the heading “Appointment of Auditors”].
6. To approve the Stock Option Plan [see information in the Circular under the heading “Approval of Stock Option Plan”].
7. To transact such other business as may properly come before the meeting, or any adjournments or postponements thereof.

The Circular and form of proxy or voting instructions form for the Company provide additional information regarding the matters to be dealt with at the Meeting. **Please review the Circular prior to voting.**

VOTING

Registered shareholders who are unable to attend the Meeting are requested to complete and deposit the proxy **at least 48 hours (excluding Saturdays and holidays) before** the time of the Meeting or adjournment thereof or with the chairman of the Meeting prior to the commencement thereof by:

- (a) completing, dating and signing the enclosed form of proxy and returning it to the Company's transfer agent Computershare Trust Company of Canada at Proxy Dept., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1;
- (b) using a touch tone phone to transmit voting choices by calling the number specified on the enclosed form of proxy and following the instructions of the telephone response system; or
- (c) using the internet through the website of the Company's transfer agent at www.computershare.com/ca/proxy.

Most shareholders do not hold their shares in their own names. Such shares may be beneficially owned by you but registered either: (a) in the name of an intermediary such as a bank, trust company, securities dealer or broker, or the trustee or administrator of a self-administered RRSP, RRIF, RESP, TFSA or similar plan, or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) or its nominee, of which the intermediary is a participant. If your shares are shown in an account statement provided to you by your intermediary, in almost all cases, your shares will not be registered in your name in the records of the Company. Only proxies deposited by registered shareholders can be recognized and acted upon at the Meeting. As a result, if you hold your Shares through a broker or other intermediary, we urge you to complete only the voting instruction form or provide your voting instructions to your broker or other intermediary by other acceptable methods as described on the voting instruction form. Please read the instructions regarding how to vote at, or attend, the Meeting under "Completion and Voting of Proxies — Non-Registered Shareholders" in the Circular.

HOW TO OBTAIN PAPER COPIES OF THE PROXY MATERIALS

Shareholders who have previously requested to be placed on the Company's supplemental mailing list will be sent paper copies of the Circular. To be included on the Company's supplemental mailing list for the upcoming year please complete and return the enclosed Supplemental return card.

Shareholders who are not on the Company's supplemental mailing list can obtain a paper copy of the Circular or the Financial Statements by calling the Company at 604-922-1351 or toll-free in North America at 1-844-922-1351, or by emailing the Company at infoman@bitterrootresources.com. **Paper copies of the materials for the Meeting must be requested by no later than March 23, 2020**, in order to allow sufficient time to receive and review the materials for the Meeting and return the form of proxy in the prescribed time.

Shareholders who have questions regarding this form of notice and accessing the Information Circular and related material, the shareholder may call the Company at 604-922-1351 or toll-free in North America at 1-844-922-1351.

DATED at Vancouver, British Columbia, as of February 20, 2020.

ON BEHALF OF THE BOARD OF DIRECTORS

"Michael S. Carr"

MICHAEL S. CARR, Director