
ALDRIDGE MINERALS INC.
NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the "**Meeting**") of the holders ("**Common Shareholders**") of common shares (the "**Common Shares**") of Aldridge Minerals Inc. (the "**Company**") will be held on November 12, 2018, at the offices of McCarthy Tétrault LLP, Suite 5300, Toronto Dominion Bank Tower, 66 Wellington Street West, in the City of Toronto at 10:00 a.m. (Toronto time) for the following purposes:

1. to consider, and, if thought advisable to pass, with or without variation, a special resolution (the "**Reduction in Stated Capital Resolution**"), to approve a reduction in the stated capital of the Common Shares. The full text of the Reduction in Stated Capital Resolution is set forth in Appendix B to the accompanying management information circular (the "**Circular**");
2. to consider, pursuant to an interim order of the Ontario Superior Court of Justice (the "**Court**") dated October 12, 2018, as same may be amended (the "**Interim Order**"), and, if thought advisable, to pass, with or without variation, a special resolution (the "**Arrangement Resolution**") to approve a proposed plan of arrangement involving the Company and Virtus Mining Acquisition Corp., a subsidiary of Virtus Mining Ltd., pursuant to section 192 of the *Canada Business Corporations Act* (the "**Arrangement**"). The full text of the Arrangement Resolution is set forth in Appendix C to the accompanying management information circular (the "**Circular**"); and
3. to transact such other business as may properly come before the Meeting or any postponement or adjournment thereof.

Specific details of the matters proposed to be put before the Meeting are set forth in the Circular which accompanies, and is deemed to form part of, this Notice of Special Meeting.

Common Shareholders are entitled to vote at the Meeting in person or by proxy with each Common Share entitling the holder thereof to one vote at the Meeting. The board of directors of the Company (the "**Board of Directors**") has fixed October 11, 2018 (the "**Record Date**"), as the record date for determining the Common Shareholders who are entitled to receive notice of and vote at the Meeting. Only the Common Shareholders whose names have been entered in the register of the Company as at the close of business on the Record Date will be entitled to receive notice of and vote at the Meeting unless: (i) the Common Shareholder has transferred any common shares of Aldridge and the transferee thereof has notified Aldridge in writing of that transfer on or before that date; and (ii) the transferee properly establishes to the satisfaction of Aldridge the transferee's ownership of such shares and requests, not later than 10 days before the Meeting, that the transferee's name be included in the list of the Common Shareholders eligible to vote at the Meeting.

If you are a Registered Common Shareholder, to ensure that your vote is recorded, please return the enclosed form of proxy in the envelope provided for that purpose, properly completed and duly signed, to the Company's transfer agent, AST Trust Company (Canada) (the "**Transfer Agent**") by hand or by mail, at P.O. Box 721, Agincourt, Ontario, M1S 0A1, Attention: Proxy Department, or vote by telephone toll free at 1-888-489-5760, by email at proxylvote@astfinancial.com, on the Internet at www.astvotemyproxy.com or by fax at 1-866-781-3111 (toll free within North America) or 416-368-2502, in each case in accordance with the instructions included with the form of proxy, prior to 10:00 a.m. (Toronto time) on November 8, 2018 (or no later than 48 hours, excluding Saturdays, Sundays and

holidays, before any reconvened meeting if the Meeting is adjourned or postponed), whether or not you plan to attend the Meeting.

If you hold your Common Shares through a broker, investment dealer, bank, trust company or other intermediary, you should follow the instructions provided by your intermediary to ensure your vote is counted at the Meeting and should arrange for your intermediary to complete the necessary transmittal documents to ensure that you receive payment for your securities if the Arrangement is completed.

The voting rights attached to the Common Shares represented by a proxy in the enclosed form of proxy will be voted in accordance with the instructions indicated thereon. If no instructions are given, the voting rights attached to such Common Shares will be voted **FOR** the Arrangement Resolution, the Reduction in Stated Capital Resolution and all other matters.

A Registered Common Shareholder who has given a proxy may revoke such proxy by: (a) completing and signing a proxy bearing a later date and depositing it with the Transfer Agent in accordance with the instructions set out above, or (b) depositing an instrument in writing executed by the Registered Common Shareholder or by the Registered Common Shareholder's personal representative authorized in writing (i) at the Ontario office of the Transfer Agent no later than 5:00 p.m. (Eastern time) on the business day immediately preceding the Meeting (or any adjournment or postponement thereof), (ii) with the scrutineers of the Meeting, addressed to the attention of the Chairman of the Meeting, prior to the commencement of the Meeting on the day of the Meeting, or where the Meeting has been adjourned or postponed, prior to the commencement of the reconvened or postponed Meeting on the day of such reconvened or postponed Meeting, or (iii) in any other manner permitted by law.

A Beneficial Common Shareholder who has given voting instructions to a broker or other intermediary may revoke such voting instructions by giving written notice to the intermediary. However, a broker or other intermediary may be unable to take any action on the revocation if such revocation is not provided sufficiently in advance of the Meeting or any adjournment or postponement thereof.

Pursuant to the Interim Order, Registered Common Shareholders have been granted the right to dissent in respect of the Arrangement and to be paid an amount equal to the fair value of their Common Shares. This dissent right, and the procedures for its exercise, are described in the Circular under "Information Concerning the Meeting – Dissent Rights of Registered Common Shareholders". **Failure to comply strictly with the dissent procedures described in this Circular may result in the loss or unavailability of any right to dissent.**

If you have any questions or need assistance with the completion and delivery of your proxy, please contact AST Trust Company (Canada) by telephone at 1-800-387-0825 (toll free within North America) or 416-682-3860 or by email at inquiries@astfinancial.com. If you have any questions or need assistance with respect to delivery of your securities to the Arrangement, including with respect to completing the enclosed letter of transmittal, please contact Alliance Trust Company, who is acting as depositary under the Arrangement, toll free at 1-877-537-6111 or outside North America at 1-403-237-6111 or by email at inquires@alliancetrust.ca.

DATED this 12th day of October, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "*Jeremy South*"

Jeremy South
Chairman of the Board of Directors