**Canadian Mining Company Inc.**
Suite 2300 – 1066 West Hastings Street
Vancouver, BC V6E 3X2
Telephone: (604) 684-3301
Fax: (604) 684-3451

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Annual General and Special Meeting of holders of common shares of Canadian Mining Company Inc. (the "Corporation") will be held at Suite 2300, 1066 West Hastings Street, Vancouver, BC, at 10:00 a.m., on October 31, 2014, for the following purposes:

1. To receive the audited financial statements of the Corporation, for the fiscal years ended June 30, 2014 and June 30, 2013;

2. To re-appoint MacKay LLP, Chartered Accountants as the auditors of the Corporation for the ensuing year and to authorize the board of directors to fix their remuneration;

3. To fix the number of directors at three (3) and to elect the board of directors for the ensuing year;

4. To approve an ordinary resolution of the disinterested shareholders authorizing the Company to re-price incentive stock options previously granted to Insiders and others, in accordance with TSX Venture Exchange policy;

5. To approve the Corporation's Stock Option Plan;

6. To transact such other business as may be properly brought before the Meeting or any adjournment(s) thereof.

DATED this 26th day of September, 2014.

**BY ORDER OF THE BOARD OF DIRECTORS**

**"***Ray Paquette"*

President and Chief Executive Officer

**IMPORTANT**

It is desirable that as many shares as possible be represented at the meeting. If you do not expect to attend and would like your shares represented, please complete the enclosed instrument of proxy and return it as soon as possible. **All proxies, to be valid, must be deposited at the office of the Registrar and Transfer Agent of the Corporation, CST Trust Company, Proxy Dept., P.O. Box 721, Agincourt, ON M1S 0A1, fax number: 416-368-2502, at least 48 hours prior to the meeting or any adjournment thereof.**