



NOTICE OF THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

The Annual and Special Meeting of Shareholders of Matamec Explorations Inc. (the "**Corporation**") will be held at 1010 Sherbrooke Street West, 15th Floor, Montreal, Quebec, on June 22, 2015, at 10:00 a.m. (Montreal time), for the following purposes:

1. to present to shareholders the financial statements of the Corporation for the year ended December 31, 2014, as well as the auditors' report;
2. to elect the directors of the Corporation;
3. to appoint the independent auditors and to authorize the Board of Directors to establish the auditors' remuneration;
4. to ratify an amendment to the by-laws;
5. to reconfirm the shareholder rights plan; and
6. to transact such other business that may properly come before the meeting.

Montreal, May 22, 2015

By order of the Board of Directors

(s) André Gauthier

André Gauthier, President and CEO

Since it is desirable that as many shares as possible be represented and voted at the meeting, a shareholder, who is unable to attend the meeting in person, is urged to complete and return the enclosed form of proxy following the instructions therein.