

NEW MILLENNIUM IRON CORP.

**NOTICE OF ANNUAL GENERAL AND SPECIAL
MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 25, 2014**

NOTICE IS HEREBY GIVEN THAT AN ANNUAL GENERAL AND SPECIAL MEETING (the “**Meeting**”) of holders of common shares of New Millennium Iron Corp. (the “**Corporation**”) will be held at The Toronto Region Board of Trade, Ridout Room – 3rd Floor at 77 Adelaide Street W., Toronto, Ontario M5X 1C1, at 2:00 p.m., on Wednesday, June 25, 2014 for the following purposes:

1. to receive and consider the consolidated financial statements of the Corporation for the financial years ended December 31, 2013 and 2012, and the report of the auditor thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting at ten (10);
3. to elect the Board of Directors of the Corporation for the ensuing year;
4. to appoint the auditor of the Corporation for the ensuing year and to authorize the Board of Directors to fix the auditor’s remuneration;
5. to approve the ordinary resolution, as more particularly set forth in the accompanying Management Information Circular prepared for the purpose of the Meeting to approve an amendment to the By-laws of the Corporation providing advance notice requirements for the nomination of directors; and
6. to transact such other business as may be properly brought before the meeting or any adjournment thereof.

DATED this 8th day of May, 2014.

BY ORDER OF THE BOARD OF DIRECTORS

“Robert Patzelt”

Robert Patzelt

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 the Meeting and would like your shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. All proxies, to be valid, must be received by Valiant Trust Company, 310, 606 - 4th Street S.W. Calgary, Alberta T2P 1T1 at least forty-eight (48) hours, excluding Saturdays, Sundays and holidays, before the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.