



## **KERMODE RESOURCES LTD.**

### **NOTICE AND ACCESS NOTIFICATION**

#### **ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON FEBRUARY 15, 2018**

This notification is being provided to the shareholders of KERMODE RESOURCES LTD. (the “Company”) under the notice-and-access provisions for the delivery of meeting materials in respect of its Annual General of shareholders to be held on February 15<sup>th</sup> 2018 (the “Meeting”). Under notice-and-access, instead of receiving printed copies of the Company’s information circular and, if requested, the Financial Statements and Management’s Discussion and Analysis, the Company is providing shareholders this notice with information on how they may access the meeting materials electronically. However, together with this notification, shareholders continue to receive a Proxy or Voting Instruction Form, as applicable, enabling them to vote at the Meeting. The use of this alternative means of delivery will help reduce paper use, printing and mailing costs.

#### **DATE, TIME AND LOCATION OF MEETING**

Date: Thursday, February 15, 2018  
Time: 10:00 a.m. (Vancouver time)  
Location: Owen Bird Law Corporation, 29<sup>th</sup> Floor, 595 Burrard Street, Vancouver, B.C.

#### **MATTERS TO BE CONSIDERED AND/OR VOTED AT THE MEETING**

1. To set the number of Directors at three (3) and to elect the Directors for the ensuing year or until their successors have been duly elected or appointed (See section entitled “Election of Directors”).
2. To appoint the Auditor for the ensuing year at a remuneration to be fixed by the Directors (see section entitled “Appointment of Auditor”).
3. To approve and ratify the Company’s Stock Option Plan (see section entitled “Matters To Be Acted Upon At the Meeting – Stock Option Plan”).
4. To transact such other business as may be brought before the Meeting (see section entitled “Matters to be Acted Upon at the Meeting – Other Matters”).



## **WEBSITES WHERE MEETING MATERIALS ARE POSTED**

Meeting materials can be viewed online under the Company's profile at [www.sedar.com](http://www.sedar.com) or at the Company's website at [www.kermode.com](http://www.kermode.com).

**Shareholders are reminded to review the Information Circular prior to voting.**

## **HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS**

Shareholders may request that paper copies of the Meeting materials be sent to them by postal delivery at no cost to them. Requests for paper copies of the Meeting materials should be received by the Company at least 12 business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form in order to receive the Meeting materials in advance of the proxy deposit date and Meeting date. Shareholders who wish to receive paper copies of the Meeting materials may request copies by calling the Company at 604-687-7178 or toll free at 1-888-244-6644.

## **VOTING**

**Registered Shareholders** are asked to return their proxies using the following methods by the proxy deposit date noted on the Proxy:

**INTERNET:** Go to [www.investorvote.com](http://www.investorvote.com) and follow the instructions.  
You will need the 16-digit control number located on the bottom of the proxy.

**TELEPHONE:** Call 1-866-732-8683 toll free within North America.

**FACSIMILE:** Fax to Computershare Investor Services Inc. at 1-866-249-7775.

**MAIL:** Computershare Investor Services Inc.  
100 University Avenue, 8<sup>th</sup> Floor  
Toronto, ON M5J 2Y1, Attention: Proxy Department

**Non-Registered Shareholders** are asked to return their Voting Instruction Forms ("VIFs") using the following methods at least one business day in advance of the proxy deposit date noted on the VIF:

**INTERNET:** See the VIF for details.

**MAIL OR FACSIMILE:** Complete the VIF, sign it and return it to the address provided on the form, or fax it to the number provided on the form.

**Shareholders with questions about the notice-and-access provisions may contact the Company at 604-687-7178 or toll-free at 1-888-244-6644.**