



CACHE EXPLORATION INC.
4770 – 72nd Street
Delta, British Columbia Canada V4K 3N3
Tel: 604-306-5285

NOTICE OF ANNUAL AND SPECIAL MEETING

Notice is hereby given that an annual and special meeting (the “Meeting”) of shareholders of **Cache Exploration Inc.** (the “Corporation”) will be held at Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, Canada on Friday, June 21, 2019 at 10:00 a.m. Pacific Time for the following purposes:

1. to receive and table the consolidated financial statements of the Corporation for financial years ended September 30, 2018 and September 30, 2017, the report of the auditor thereon and the management’s discussion and analysis for the period ended September 30, 2018;
2. to elect directors of the Corporation for the ensuing year;
3. to appoint an Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, for the ensuing year and authorizing the directors to fix their remuneration;
4. to consider and, if thought advisable, to pass, with or without variation, a special resolution (the “**Disposition Resolution**”) to approve the disposition by the Corporation of up to an 80% interest in the Corporation’s Kiyuk Lake Property to Margaret Lake Diamonds Inc. (the “**Transaction**”), as more particularly set out in the accompanying Management Proxy Circular;
5. to ratify and approve by ordinary resolution, the continuation of the Corporation’s 10% “rolling” stock option plan, as more particularly described in the accompanying Management Proxy Circular.

A Management Proxy Circular accompanies this Notice. The Management Proxy Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

A copy of the Disposition Resolution is attached as Appendix B to the Corporation’s Management Proxy Circular dated May 21, 2019 (the “**Circular**”) accompanying this Notice of Annual and Special Meeting.

The Disposition Resolution must be approved by at least two-thirds of the votes cast by the shareholders of the Corporation present or voting by proxy and entitled to vote at the Meeting. Pursuant to the *Canada Business Corporations Act*, shareholders have the right to dissent in respect of the Transaction and be paid the fair value of their shares, subject to certain conditions. The dissent procedures are described in Appendix C of the Management Proxy Circular under the heading “CANADA BUSINESS CORPORATIONS ACT SECTION 190 – Right to Dissent”. Failure to comply strictly with the dissent procedures may result in the loss or unavailability of any right to dissent.

The board of directors of the Corporation (the “**Board of Directors**”) has fixed the close of business on May 3, 2019 as the record date for the determination of shareholders of the Corporation entitled to notice of the Meeting and to vote at the Meeting. Shareholders who are unable to attend the Meeting in person are requested to exercise their right to vote by signing and returning the enclosed form of proxy as provided in the proxy. The Board of Directors has fixed 10 o’clock a.m. Pacific Time on June 19, 2019 as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof are to be deposited with Computershare Trust Company of Canada, the transfer agent of the Corporation.

The Corporation’s consolidated audited financial statements for its financial years ended September 30, 2018 and September 30, 2017, the report of the auditor thereon and the management’s discussion and analysis for the period ended September 30, 2018 are being mailed to the shareholders of the Corporation with the Corporation’s annual and special

meeting proxy documents. These audited financial statements, the report of the auditor thereon, and the management's discussion and analysis will also be made available at the Meeting and are available on request to the Corporation, and may be viewed on the Corporation's SEDAR website at www.sedar.com.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and execute the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Management Proxy Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

Dated at Vancouver, British Columbia, May 21, 2019.

BY ORDER OF THE BOARD

s/Jack Bal

**Jack Bal
Chief Executive Officer**