

**RADISSON MINING RESOURCES INC.**  
C.P. 307, Succursale Bureau Chef, Rouyn-Noranda (Québec) J9X 5C3

**NOTICE OF ANNUAL GENERAL AND SPECIAL  
MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 13, 2019**

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting of Shareholders of Radisson Mining Resources Inc. (the “**Company**”) will be held at the office of the Corporation located at 700 Dallaire Avenue 2<sup>nd</sup> floor suite 210, Rouyn-Noranda, Quebec J9X 4V9, on June 13, 2019, for the following purposes:

1. To receive Management’s Discussion and Analysis, the report to the shareholders on behalf of the board of directors, the audited financial statements for the financial year ended December 31, 2018, and the auditors’ report on such financial statements
2. To elect directors
3. To appoint auditors and authorize the directors to fix the auditors’ remuneration.
4. To ratify and confirm the Corporation’s directors compensation plan as adopted by the Board of directors on April 24, 2019.
5. To transact such other business as may properly be brought during the Meeting.

A copy of the annual report containing Management’s Discussion and Analysis, the audited financial statements for the year ended December 31, 2018, and the auditors’ report on such financial year has been sent to shareholders and may be reviewed on the SEDAR web site at [www.sedar.com](http://www.sedar.com).

A Supplemental Mailing List Return Card is also enclosed. Shareholders who complete and return the Card will receive the Corporation’s interim financial statements for the ensuing year.

The Management Information Circular contains additional information regarding the matters to be considered at the Meeting, and is hereby deemed to be an integral part of this notice.

Rouyn-Noranda, Québec

May 2, 2019

**BY ORDER OF THE BOARD OF DIRECTORS**



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Donald Lacasse  
Corporate Secretary

**The Board of Directors would like all shareholders to be present at the meeting. However, shareholders who are unable to attend the meeting in person are urged to complete the attached proxy form and return it to Computershare Investor Services Inc. in the envelope provided for this purpose. Proxies to be used at the meeting must be returned to Computershare Investor Services Inc. before the close of business (5 p.m. eastern time) on June 11, 2019. Failure to submit the proxy will result in its invalidation.**

## **RADISSON MINING RESOURCES INC.**

### **MANAGEMENT INFORMATION CIRCULAR**

(Information presented as of April 15, 2019, unless otherwise indicated)

#### INFORMATION ABOUT THE VOTE

#### **SOLICITATION OF PROXIES**

This management information circular is furnished in connection with the **solicitation of proxies by the management of Radisson Mining Resources Inc.** (the “**Company**”) for use at the annual general and special meeting of shareholders of the Company (the “**Meeting**”) to be held at the time and place and for the purposes set forth in the attached notice of meeting (the “**Notice**”) and any adjournment thereof. This solicitation will primarily be by mail, but proxies may also be solicited by directors, officers and employees of the Company. The Company will bear all costs and expenses of this solicitation.

#### **INTERNET AVAILABILITY OF PROXY-RELATED MATERIALS**

##### **Notice-and-access**

The Corporation has elected to use “notice-and-access” rules (“**Notice-and-Access**”) under NI 54-101 for distribution of Proxy-related Materials (as defined below) to shareholders who do not share of the Corporation in their own names (referred to herein as “**Beneficial Shareholders**”). Notice-and-Access is a recent set of rules that allows issuers to post electronic versions of proxy-related materials on SEDAR and one additional website, rather than mailing paper copies. “**Proxy-related Materials**” refers to this Circular, the Notice of Meeting and a voting instruction form (“**VIF**”).

The use of Notice-and-Access is more environmentally friendly as it will help reduce paper use. It will also reduce the Corporation’s printing and mailing costs. Beneficial Shareholders may obtain further information about Notice-and-Access by contacting: (i) for Beneficial Shareholders with a 15-digit Control Number: Computershare Investor Services Inc. toll free at 1-866-964-0492 or on the internet at [www.computershare.com/noticeandaccess](http://www.computershare.com/noticeandaccess); or (ii) for Beneficial Shareholders with a 16-digit Control Number: Broadridge Solutions, Inc. toll free at 1-855-887-2244.

The Corporation is not using Notice-and-Access for delivery to shareholders who told their shares directly in their shares directly in their respective names (referred to herein as “**Registered Shareholders**”). Registered Shareholders will receive paper copies of this Circular and related materials via prepaid mail.

##### **Websites Where Proxy-Related Materials are Posted**

The Proxy-related Materials are available on the Corporation’s website at [www.radissonmining.com](http://www.radissonmining.com) and under the Corporation’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

##### **Notice Package**

Although the Proxy-Related Materials have been posted on-line as noted above, Beneficial Shareholder will receive paper copies of a notice package (“**Notice Package**”) via prepaid mail containing prescribed by NI 54-101 such as: the date, time and location of the Meeting, the website addresses where the Proxy-Related Materials are posted, a VIF, and supplemental mail list return card for Beneficial Shareholders to request they be included in the Corporation’s supplementary mailing list for receipt of the Corporation’s interim financial statements for 2019 fiscal year.

##### **How to Obtain Paper of Proxy-Related Materials**

Beneficial Shareholders may obtain paper copies of this Circular free of charge by contacting: (i) for Beneficial Shareholders with a 15-digit Control Number: Computershare Investor Services Inc. toll free 1-866-962-0498 (within North America) or 514-982-8716 (outside North America); or (ii) for Beneficial Shareholders with a 16-digit Control Number: Broadridge Financial Solutions, Inc. toll free at 1-877-907-7643. Any request for paper copies which are required in advance of the Meeting should be sent so that the request is received by the Corporation by

May 29, 2019 in order to allow sufficient time for Beneficial Shareholders to receive their paper copies and to return their VIF by its due date.

### **APPOINTMENT OF PROXIES**

Persons mentioned in the accompanying form of proxy are directors or nominee directors of the Company. **Any shareholder has the right to appoint a person to represent him or her at the Meeting other than the persons designated in the enclosed form of proxy, and may do so by crossing out the names indicated and by indicating the name of such nominee in the blank space provided. A proxy does not need to be a shareholder of the Company.**

Shareholders who cannot attend the Meeting are urged to complete the attached form of proxy and return it to Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, no later than June 11, 2019 (5 p.m. Eastern Time). A shareholder registered can vote also by internet [www.voteendirect.com](http://www.voteendirect.com) or by phone at 1-866-732-8683. If the shareholder is a corporation, the signing capacity of the signatory officer on said form of proxy must be duly authorized in writing.

### **REVOCAION OF PROXIES**

A shareholder who gives a proxy may at any time revoke the proxy, by written instrument signed by the shareholder or his or her agent duly authorized in writing or, if the shareholder is a corporation, by an officer duly authorized in writing, and deposited at the head office of the Company or with Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, no later than June 11, 2019 (5 p.m. Eastern Time).

### **ADVICE TO BENEFICIAL SHAREHOLDERS**

Only registered shareholders or the persons they appoint as their proxy holders are permitted to vote at the Meeting. However, in many cases, Common Shares beneficially owned by a person (a “**non-registered holder**”) are registered either:

(a) in the name of an intermediary (an “**Intermediary**”) that the non-registered holder deals with in respect of the Common Shares such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered registered savings plans, registered retirement income funds, registered education savings plans and similar plans; or

(b) in the name of a clearing agency (such as The Canadian Depository of Securities Limited (“**CDS**”)) of which the Intermediary is a participant.

In accordance with the requirement of National Instrument 54-101 *Communication With Beneficial Owners*, the Corporation is distributing copies of the notice of the Meeting and this Information Circular together with a Form of Proxy (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to non-registered holders of Common Shares.

Intermediaries are required to forward the Meeting Materials to non-registered holders unless a non-registered holder has waived the right to receive them. Very often Intermediaries will use service companies to forward the Meeting Materials to non-registered holders. Generally, a non-registered holder who has not waived the right to receive Meeting Materials will receive one of two forms of proxy:

1. The non-registered holder may be given a Form of Proxy which has already been signed by the Intermediary (typically by a facsimile stamped signature), which is restricted as to the number and class of securities beneficially owned by the non-registered holder but which is not otherwise completed. Because the Intermediary has already signed the Form of Proxy, this Form of Proxy is not required to be signed by the non-registered holder when submitting the proxy. In this case, the non-registered holder who wishes to vote by proxy should simply complete the balance of the Form of Proxy and deliver it as specified above under “Appointment of Proxy holder”.

2. More typically, the non-registered holder may be given a Form of Proxy which is not signed by the Intermediary and which, when properly completed and signed by the non-registered holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “Voting Instruction Form”) which the Intermediary must follow. Often, the non-registered holder will also be given a page of instruction which contains a removable label containing a bar code and other information. In order for the Form of Proxy to validly constitute a Voting Instruction Form, the non-registered holder must remove the label from the instructions and affix it to the Voting Instruction Form, properly complete and sign the Voting Instruction Form and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit non-registered holders to direct the voting of the Common Shares they beneficially own. Should a non-registered holder who receives either Form of Proxy wish to vote at the Meeting in person, the non-registered holder should strike out the persons named in the Form of Proxy and insert the non-registered holder’s name in the blank space provided. **NON-REGISTERED HOLDERS SHOULD CAREFULLY FOLLOW THE INSTRUCTIONS OF THEIR INTERMEDIARY INCLUDING THOSE REGARDING WHEN AND WHERE THE FORM OF PROXY OR VOTING INSTRUCTION FORM IS TO BE DELIVERED.**

#### **VOTING OF SHARES REPRESENTED BY PROXIES**

The voting rights conferred by the Class A Shares (the “Shares”) and for which proxy is given by the duly-signed form in favour of the persons designated therein shall be exercised in the manner indicated whenever a ballot is taken at the Meeting. **When a ballot is taken with respect to the election of directors and the appointment of auditors, the Shares represented by proxy will be voted or withheld from voting in accordance with the instructions of the shareholder and, if a shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.**

The directors soliciting the proxy undertake to carry out the instructions given by a shareholder in the proxy form. **If no instruction is given, the votes will be cast in favour of the adoption of the resolutions set forth in the Notice. The accompanying form of proxy confers discretionary power with respect to amendments to the matters identified in the Notice and any other matters that may properly come before the Meeting, except for the election of a director who is not named as a nominee in the circular.** To date, directors of the Company have no knowledge of any amendment to the questions discussed in the Notice or any other question that could be brought before the Meeting.

#### **RECORD DATE**

The Company has set May 1, 2019, as the record date for the Meeting. Only shareholders of record as at that date are entitled to receive the Notice as well as all other material pertaining to it.

Any person who acquires Shares after the record date is entitled to vote such Shares if said person can provide the share certificate(s) registered in his or her name or establish in another manner his or her ownership of the shares and requests that his or her name be registered on the shareholders’ list at least two days prior to the Meeting.

Date: May 2, 2019.



**ON BEHALF OF THE BOARD OF DIRECTORS**  
Donald Lacasse B.Sc.A,  
Corporate Secretary



Mario Bouchard  
President and Chief Executive Officer