

SPROTT RESOURCE HOLDINGS INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "**Meeting**") of the holders of common shares of **SPROTT RESOURCE HOLDINGS INC.** (the "**Corporation**") will be held at the offices of Blake, Cassels & Graydon LLP, 199 Bay Street, Suite 4000, Commerce Court West, Toronto, Ontario, Canada on Wednesday, May 3, 2017 at 12:00 p.m. (Toronto time), for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the year ended December 31, 2016, together with the auditors' report thereon;
2. to elect the directors of the Corporation to hold office until the close of the next annual meeting of shareholders;
3. to appoint PricewaterhouseCoopers LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the board of directors to fix the remuneration to be paid to the auditors;
4. to consider and, if thought advisable, to pass an ordinary resolution approving, confirming and ratifying the replacement of the Corporation's by-laws that was effected by the Corporation's board of directors on March 3, 2017;
5. to consider and, if thought advisable, to pass an ordinary resolution authorizing the adoption of the new rolling option plan of the Corporation; and
6. to transact such further and other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The accompanying management information circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice.

Whether or not you expect to attend the Meeting, please exercise your right to vote by completing and returning the form of proxy. Please complete, date and sign the enclosed form of proxy and return it in the enclosed envelope to TSX Trust Company, by mail or by hand delivery at 200 University Avenue, Suite 300, Toronto, Ontario, Canada, M5H 4H1, or by facsimile at (416) 595-9593, Attention: Proxy Department. If you are a beneficial shareholder and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or intermediary. To be effective, a proxy must be received by TSX Trust Company, not later than 12:00 p.m. (Toronto time) on May 1, 2017, or in the case of any adjournment of the meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the adjournment.

BY ORDER OF THE BOARD

Toronto, Ontario
March 24, 2017

"Stephen Yuzpe"
Stephen Yuzpe
President and Chief Executive Officer