



POLARIS MATERIALS CORPORATION

Suite 2740, 1055 West Georgia Street, Vancouver, BC, V6E 3R5
Telephone: (604) 915-5000 Facsimile: (604) 915-5001

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

Dear shareholder:

Polaris Materials Corporation (the “**Company**”) is utilizing the notice and access procedures (“**Notice and Access**”) under National Instrument 51-102 – *Continuous Disclosure Obligations* and National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* for the delivery of meeting materials to its shareholders for its annual general and special meeting of shareholders to be held on June 7, 2016 (the “**Meeting**”). Under the Notice and Access provisions, shareholders are receiving this notice (the “**Notice**”) containing information on how they may access the Company’s management information circular (the “**Circular**”) electronically instead of receiving a printed copy. However, together with this notice, shareholders continue to receive a proxy (“**Proxy**”), in the case of registered shareholders, or a voting instruction form (“**VIF**”), in the case of non-registered shareholders, enabling them to vote at the Meeting. The Company has adopted this alternative means of delivery in order to further its commitment to environmental responsibility and to reduce printing, distribution and mailing costs.

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Meeting will be held at the offices of Fasken Martineau DuMoulin LLP, Suite 2900, 550 Burrard Street, Vancouver, British Columbia, on **Tuesday, June 7, 2016 commencing at 10:00 a.m. (Pacific Daylight Time)**, for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company for the year ended December 31, 2015 together with the auditor’s report thereon;
2. To fix the number of Directors for the ensuing year at five (5) (see: Section 2.2. Election of Directors of the Circular);
3. To elect five (5) Directors to hold office until the next annual meeting of shareholders (see: Section 2.2. Election of Directors of the Circular);
4. To appoint an auditor for the Company to hold office until the close of the next annual meeting of shareholders (see: Section 2.3. Appointment of Auditors of the Circular);
5. To consider, and if thought fit, to pass a resolution to approve the Company’s 2016 Stock Option Plan in the following form:

“WHEREAS:

1. The Board of Directors adopted, effective April 26, 2016 an incentive stock option plan (the “**Option Plan**”), which reserves for issuance a maximum of 10% of the total number of issued and outstanding common shares and does not have a fixed maximum number of common shares issuable;

2. the rules of Toronto Stock Exchange provide that all unallocated options, rights or other entitlements under a security-based compensation arrangement that do not have a fixed number of maximum securities issuable be approved by shareholders on implementation and every three (3) years thereafter; and

3. the Board of Directors wishes to implement the Option Plan.

NOW THEREFORE, BE IT RESOLVED THAT:

1. The Option Plan in the form attached to the Company's Management Information Circular dated April 26, 2016 providing for the granting of options under the Option Plan is hereby approved;

2. all unallocated options, rights or other entitlements under the Option Plan be and are hereby approved;

3. the Company have the ability to continue granting options under the Option Plan until June 7, 2019, that is until the date that is three (3) years from the date where shareholder approval is being sought at this Meeting; and

4. any one or more directors or officers of the Company be and is hereby authorized to execute any other documents as such one or more directors or officers deems necessary to give effect to the foregoing resolutions."

(see Section 2.4 – Approval of Incentive Plans – Approval of 2016 Stock Option Plan and Schedule B of the Circular for a copy of the Company's Stock Option Plan);

6. To consider, and if thought fit, to pass a resolution to approve the Company's Deferred Unit Plan in the following form:

"WHEREAS:

1. The Board of Directors adopted, effective April 26, 2016 a deferred unit plan (the "Deferred Unit Plan"), which, if approved by shareholders of the Company, reserves for issuance a maximum of 2% of the total number of issued and outstanding common shares and does not have a fixed maximum number of common shares issuable;

2. the rules of Toronto Stock Exchange provide that all unallocated options, rights or other entitlements under a security-based compensation arrangement that do not have a fixed number of maximum securities issuable be approved by shareholders on implementation and every three (3) years thereafter; and

3. the Board of Directors wishes to implement the Deferred Unit Plan.

NOW THEREFORE, BE IT RESOLVED THAT:

1. the Deferred Unit Plan in the form attached to the Company's Management Information Circular dated April 26, 2016 providing for the granting of deferred units under the Deferred Unit Plan is hereby approved;

2. all unallocated deferred units, options, rights or other entitlements under the Deferred Unit Plan be and are hereby approved;
3. the Company have the ability to continue granting deferred units redeemable for common shares of the Company under the Deferred Unit Plan until June 7, 2019, that is until the date that is three (3) years from the date where shareholder approval is being sought; and
4. any one or more directors or officers of the Company be and is hereby authorized to execute any other documents as such one or more directors or officers deems necessary to give effect to the foregoing resolutions.”
(see Section 2.4 – Approval of Incentive Plans – Approval of Deferred Unit Plan and Schedule C of the Circular for a copy of the Company’s Deferred Unit Plan); and
6. To transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accessing the meeting materials via the Internet:

The Circular and the Company’s Annual Report, containing the audited financial statements and corresponding management discussion and analysis, (the “Annual Report”) for the financial year ended December 31, 2015, are available on the Company’s website at www.polarismaterials.com and also on SEDAR at www.sedar.com.

Requesting Printed Circular

Shareholders may request, without any charge to them, a paper copy of the Circular by contacting the Company as follows:

E-mail:	Facsimile:	Telephone:	Mail:
info@polarismaterials.com	604-915-5001	Local: 604-915-5000 Toll free: 1-800-915-5002	Attn: Company Secretary 2740, 1055 W. Georgia St. Vancouver, BC, V6E 3R5

To receive the Circular in advance of the proxy deposit date set out below and the Meeting set out above, requests for printed copies must be received at least five business days in advance of such dates, being May 29, 2015 and June 2, 2015, respectively.



Voting

The Record Date for the determination of shareholders entitled to receive this Notice and to vote at the Meeting has been established as April 21, 2016.

Shareholders are reminded to review the Circular prior to voting. It is desirable that as many common shares as possible be represented at the Meeting. Registered shareholders who cannot attend the Meeting in person may vote by completing and returning the enclosed Proxy. Instructions for voting by Proxy, by mail, by phone and over the internet are included in the Circular and in the enclosed Proxy. To be valid proxies must be received by Computershare Investor Services Inc., the Company's transfer agent, ("Computershare") at 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 by 10:00 a.m. (PDT) on June 3rd, 2016. The Chairman of the Meeting has the discretion to accept late proxies.

If you are a non-registered shareholder and a non-objecting beneficial owner, and receive a VIF from Computershare, please complete and return the form in accordance with the instructions. If you do not complete and return the VIF in accordance with such instructions, you may lose your right to vote at the Meeting, either in person or by proxy. To be valid, VIFs must be received by Computershare at 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 by 10:00 a.m. (PDT) on June 3rd, 2016.

If you are a non-registered shareholder and an objecting beneficial owner and receive this Notice through your broker or another intermediary or its agent, please complete and return the voting instruction form in accordance with the instructions provided to you by your broker or such other intermediary or its agent in order to submit your voting instructions. If you do not complete and return the materials in accordance with such instructions, you may lose your right to vote at the Meeting, either in person or by proxy. To be valid, you should submit your voting instructions to your broker or another intermediary or its agent as instructed as soon as possible so that your broker or another intermediary or its agent has sufficient time to submit your voting instructions prior to the voting deadline of 10:00 a.m. (PDT) on June 3rd, 2016.

Please advise the Company of any change in your address.

DATED at the City of Vancouver, in the Province of British Columbia, as of the 26th day of April, 2016.

BY ORDER OF THE BOARD

(signed) "Kenneth Palko"
Chief Executive Officer