

CYPRESS HILLS RESOURCE CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares of Cypress Hills Resource Corp. (the “**Corporation**”) will be held at the offices of the Corporation, located at Suite 1703, 595 Burrard Street, Vancouver, British Columbia V7X 1J1 on September 25, 2015 at 9:30 a.m. (Vancouver time), for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the year ended December 31, 2014 and the report of the auditors thereon;
2. To fix the number of directors to be elected at the Meeting at four;
3. To elect the directors of the Corporation for the ensuing year;
4. To appoint Davidson & Company LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year, at a remuneration to be fixed by the board of directors;
5. To consider, and if thought advisable, approve, with or without variation, an ordinary resolution re-approving the Corporation’s stock option plan, the full text of which is set forth in Exhibit “A” of the Management Information Circular (“**Information Circular**”) accompanying this Notice of Annual and Special Meeting of Shareholders; and
6. To transact such other business as may properly come before the Meeting or any adjournment(s) or postponement thereof.

The details of all matters proposed to be put before Shareholders at the Meeting are set forth in the Information Circular accompanying this Notice of Annual and Special Meeting. At the Meeting, Shareholders will be asked to approve each of the foregoing items.

A registered Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment or adjournments thereof in person are requested to date, sign and return the accompanying instrument of proxy (“Instrument of Proxy”) for use at the Meeting or any adjournment or adjournments thereof. To be effective, the Instrument of Proxy must be mailed so as to reach or be deposited with Computershare Trust Company of Canada, Attention: Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Vancouver, in the Province of British Columbia) prior to the time set for the Meeting or any adjournment or adjournments thereof.

If you are a non-registered shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the form of proxy provided to you by such broker or other intermediary, in accordance with the instructions provided therein.

DATED as of the 12th day of August, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) “*Ted J. Fostey*”

Ted J. Fostey
President and Chief Executive Officer