

TILL CAPITAL LTD.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE-AND-ACCESS

Till Capital Ltd. ("**Till**") will be holding its annual meeting (the "**Meeting**") of Shareholders at 13403 N. Government Way, Suite 212, Hayden, ID 83835 on Thursday, September 19, 2019 at 11:00 a.m. (Pacific time). The Notice of Meeting, Information Circular, Till's audited financial statements for the years ended December 31, 2018 and 2017, and management's discussion & analysis for the year ended December 31, 2018 (the "**Meeting Materials**") have been posted at Till's website at www.tillcap.com and on Till's profile on SEDAR at www.sedar.com.

The Meeting is being held to consider the following matters:

- (a) set the number of Directors at no less than (5) for the ensuing year.
- (b) to elect Directors for the ensuing year.
- (c) To receive the audited financial statements for the years ended December 31, 2018 and 2017.
- (d) to appoint PricewaterhouseCoopers LLP, Chartered Accountants, as the audit firm of Till for the ensuing year; and to authorize the Directors to determine the remunerations to be paid to the audit firm.
- (e) to approve Till's stock option plan, as required annually by the policies of the TSX Venture Exchange.

Those matters are set forth, in detail, under the headings Election of Directors, Appointment of Audit Firm, and Stock Option Plan, on pages 5, 18, and 20, respectively, in the Information Circular.

You may vote in the manner indicated on the enclosed request for voting instructions or Form of Proxy ("**Proxy**"), which includes voting via internet or telephone, or by completing and returning the enclosed Proxy or Voting Instructions Form ("**VIF**") to Till's registrar and transfer agent, Olympia Trust Company at Suite 1900, 925 West Georgia Street, Vancouver, British Columbia, V6C 3L2, Attention: Proxy Department, no later than 11:00 a.m. (Pacific time) on Tuesday, September 17, 2019 (or no later than 48 hours, excluding Saturdays, Sundays, and holidays, before any adjournment or postponement of the Meeting), for your shares to be voted at the Meeting.

PLEASE REVIEW THE CIRCULAR PRIOR TO VOTING.

Under notice-and-access, instead of receiving paper copies of the Notice of Meeting and Information Circular, Shareholders will be receiving a notice with information on how they may access the Meeting

Materials electronically. However, Shareholders will receive a Proxy or VIF, as applicable, enabling them to vote at the Meeting. The use of this alternative means of delivery is more environmentally friendly, as it will help reduce paper use and it will also reduce Till's printing and mailing costs.

The Meeting Materials will be available on Till's website at www.tillcap.com as of August 19, 2019 and will remain on the website for one (1) full year thereafter. Meeting materials and information regarding notice-and-access are available upon request, without charge, by e-mail at info@tillcap.com, or by calling Till Capital Investor Relations at 208-635-5415 or toll-free at 888-258-0601. Requests for paper copies must be received by September 2, 2019 to receive a paper copy prior to 11:00 am (Vancouver time) on September 17, 2019, which is the deadline for the submission of VIF or Proxy. Meeting Materials will be sent to such Shareholders, at no cost to them, within three business days of their request, if such requests are made before the Meeting. Meeting Materials can also be accessed online on SEDAR at www.sedar.com.

Till will mail a paper copy of the Meeting Materials to those registered and beneficial Shareholders who have previously elected to receive a paper copy of Till's Meeting Materials. Those registered and beneficial Shareholders who have previously provided standing instructions to receive a paper copy of the Meeting Materials may revoke those instructions by calling Till Capital Investor Relations at 208-635-5415 or toll-free at 888-258-0601. All other Shareholders will receive a notice-and-access notification that will contain information on how they may access the Meeting Materials electronically in advance of the Meeting.

ON BEHALF OF THE BOARD OF DIRECTORS,

“Alan S. Danson”

Alan S. Danson

Non-Executive Chairman

August 7, 2019