

## SPROTT INC.

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual and special meeting of shareholders (the "**Meeting**") of Sprott Inc. (the "**Corporation**") will be held at the offices of Baker & McKenzie LLP, Brookfield Place, Bay/Wellington Tower, 181 Bay Street, Suite 2100, Toronto, Ontario, on Friday, May 11, 2018 at 12:00 p.m. (Toronto time) for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2017 together with the auditors' report thereon (the "**2017 Financial Statements**");
2. to elect the directors for the ensuing year;
3. to re-appoint KPMG LLP as auditors of the Corporation and to authorize the board of directors of the Corporation (the "**Board**") to fix their remuneration and terms of engagement;
4. to consider and, if deemed advisable, pass a resolution confirming, ratifying and approving an amendment to By-Law No. 1 of the Corporation to add an advance notice requirement for nominations of directors by shareholders in certain circumstances;
5. to consider and, if deemed advisable, pass a special resolution approving a future consolidation of the Corporation's issued and outstanding common shares ("**Common Shares**") on the basis of one post-consolidation Common Share for up to five pre-consolidation Common Shares if, and at such time following the date of the Meeting, as may be determined by the Board in its sole discretion, as more particularly described in the accompanying management information circular dated March 23, 2018 (the "**Circular**"); and
6. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

Particulars of the foregoing matters are set forth in the Circular. The Corporation has elected to use the notice-and-access provisions under National Instrument 51-102 - *Continuous Disclosure Obligations* and National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (collectively, the "**Notice-and-Access Provisions**") adopted by the Canadian Securities Administrators for the Meeting to reduce its mailing costs and volume of paper with respect to the materials distributed for the purpose of the Meeting. The Notice-and-Access Provisions are a set of rules that permit the Corporation to post the Meeting materials, 2017 Financial Statements and accompanying management's discussion and analysis ("**MD&A**") online rather than making a traditional physical delivery of such materials. Shareholders will still receive this Notice of Meeting, together with a form of proxy (the "**Proxy Instrument**") or voting instruction form ("**VIF**"), as the case may be, and a financial statement request form. The Corporation will not use procedures known as "stratification" in relation to the use of the Notice-and-Access Provisions.

Shareholders are directed to read the Circular carefully and in full in evaluating the matters for consideration at the Meeting. Further disclosure on the matters set out above may be found in the Circular in the section entitled "Particulars of Matters to be Acted Upon". The Circular, 2017 Financial Statements, MD&A and other relevant materials are available on the Corporation's website at [www.sprott.com](http://www.sprott.com), for a minimum of one year, and under the Corporation's directory on the System for Electronic Document Analysis and Retrieval at [www.sedar.com](http://www.sedar.com). Any shareholder who wishes to receive a paper copy of such documents free of charge should contact the Corporation's registrar and transfer agent, TSX Trust Company, at 100 Adelaide Street West, Suite 301, Toronto, Ontario, Canada, M5H 4H1, or by calling toll-free at 1-866-393-4891, Attention: Proxy Department. In order to be certain of receiving such materials in time to vote before the Meeting, the request should be received by TSX Trust Company by May 2, 2018. A shareholder may also use the toll-free number noted above to obtain additional information about the Notice-and-Access Provisions.

The record date for the determination of shareholders of the Corporation entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof is March 23, 2018 (the "**Record Date**"). Shareholders of the Corporation whose names have been entered in the register of shareholders of the Corporation at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof.

**If you are a registered shareholder of the Corporation**, and are unable to attend the Meeting or any adjournment(s) or postponement(s) thereof in person, please date, sign and return the accompanying Proxy Instrument to TSX Trust Company, by mail or by hand delivery at 100 Adelaide Street West, Suite 301, Toronto, Ontario, Canada, M5H 4H1, or by facsimile at (416) 595-9593, Attention: Proxy Department, at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting time.

**If you are not a registered shareholder of the Corporation**, a VIF, instead of a form of proxy, may be enclosed. You must follow the instructions, including deadlines for submission, on the VIF in order to vote your shares.

Dated at Toronto, Ontario as of March 23, 2018.

**BY ORDER OF THE BOARD**

(signed) "Jack C. Lee"

Chair of the Board