



YELLOWHEAD MINING INC.

4900 Eighth Avenue Place | 525 - 8th Avenue SW | Calgary, Alberta | T2P 1G1
Telephone: (403) 294-0101

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting of the shareholders (“**Yellowhead Shareholders**”) of Yellowhead Mining Inc. (“**Yellowhead**”) will be held at 4900 Eighth Avenue Place, 525 - 8th Avenue SW, Calgary, Alberta, on February 8, 2019 at 11:00 a.m. (Calgary time) (the “**Meeting**”) for the following purposes:

1. to consider and, if thought fit, approve by special resolution the Arrangement Resolution, as defined in the accompanying management information circular of Yellowhead (the “**Circular**”); and
2. to transact such other business as may properly come before the Meeting, or any adjournment or adjournments thereof.

Accompanying this Notice of Special Meeting are (1) the Circular, which provides additional information relating to the matters to be dealt with at the Meeting, (2) a form of proxy or voting instruction form (“**VIF**”), (3) a letter of transmittal, and (4) a return envelope for use by the Yellowhead Shareholders to send in their proxy or VIF.

The record date for the determination of the Yellowhead Shareholders entitled to receive this Notice of Special Meeting and to vote at the Meeting has been established as January 3, 2019 (the “**Record Date**”).

Yellowhead Shareholders who cannot attend the Meeting in person may vote by proxy, if a registered shareholder, or provide voting instructions if a non-registered shareholder. Instructions for voting by registered shareholders by mail, by phone and over the internet are included in the Circular. To be valid, proxies must be received by Computershare Investor Services Inc. (“**Computershare**”), Yellowhead’s transfer agent, at 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 by no later than 11:00 a.m. (Calgary time) on February 6, 2019, or 48 hours before the adjournment or postponement of the Meeting. The Chairman of the Meeting has the discretion to accept late proxies.

If you are a non-registered shareholder and receive these materials accompanied by a VIF through your broker or through another intermediary, please complete and return the materials in accordance with the instructions noted on the VIF or instructions provided to you by your broker or such other intermediary. 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 VIF.

Take notice that, pursuant to the Interim Order (as defined in the Circular), each registered Yellowhead Shareholder as of the Record Date has been granted the right to dissent in respect of the Arrangement

Resolution and, if the Arrangement becomes effective, to be paid, by Taseko, the fair value of the Yellowhead Shares in respect of which such registered Yellowhead Shareholder validly dissents, in accordance with the dissent procedures contained in Sections 237 to 247 of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”), as modified and supplemented by the Interim Order, the Plan of Arrangement (as defined in the Circular) and the Final Order (as defined in the Circular). To exercise such right, (a) a written notice of dissent with respect to the Arrangement Resolution from the registered Yellowhead Shareholder must be received by Yellowhead c/o Fasken Martineau DuMoulin LLP, Suite 2900, 550 Burrard St, Vancouver, British Columbia, Canada V6C 0A3, Attention: Georald Ingborg, by not later than 5:00 p.m. (Vancouver time) on February 5, 2019 or on the date which is two Business Days (as defined in the Circular) prior to any adjournment or postponement of the Meeting; (b) the registered Yellowhead Shareholder must not have voted in favour of the Arrangement Resolution; and (c) the registered Yellowhead Shareholder must have otherwise complied with the dissent procedures in Sections 237 to 247 of the BCBCA, as modified and supplemented by the Interim Order, the Plan of Arrangement and the Final Order. The right to dissent is described in the Circular and the text of each of the Interim Order and Sections 237 to 247 of the BCBCA is set forth in Appendix “E” and Appendix “H”, respectively, to the Circular.

Failure to strictly comply with the provisions of the BCBCA, as modified and supplemented by the Plan of Arrangement, the Interim Order and the Final Order, may result in the loss of any right of dissent.

Please advise Computershare of any change in your address.

DATED at the City of Calgary, in the Province of Alberta, as of January 4, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS OF
YELLOWHEAD MINING INC.**

“Darryl Coates”

Darryl Coates

Interim Chief Executive Officer