

RING THE BELL CAPITAL CORP.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE THAT a special meeting (the “**Meeting**”) of the shareholders of Ring the Bell Capital Corp. (the “**Corporation**”) will be held at the offices of WeirFoulds LLP, 66 Wellington Street West, Suite 4100, Toronto, Ontario M5K 1B7 on June 12, 2019 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended December 31, 2018 and the auditors’ report thereon;
2. to elect the directors of the Corporation that will hold office until the next general meeting of the Corporation or completion of the Corporation’s proposed qualifying transaction with Croesus Gold Corp. (the “**Croesus Transaction**”);
3. conditional on and effective upon the completion of the Croesus Transaction, to elect the directors of the Corporation, as more fully described in the management information circular in respect of the Meeting (the “**Circular**”) accompanying this notice of Meeting;
4. to re-appoint Davidson & Company LLP as auditor of the Corporation, until the next general meeting of the Corporation or completion of the Croesus Transaction and authorize the board of directors of the Corporation to fix the auditor’s remuneration;
5. conditional on and effective upon the completion of the Croesus Transaction, to appoint BDO Canada LLP as auditor for the Corporation and authorize the board of directors of the Corporation to fix the auditor’s remuneration;
6. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution approving an amendment to the articles of the Corporation to reflect the consolidation of the issued and outstanding common shares in the capital of the Corporation (the “**Common Shares**”) on the basis of such consolidation ratio as the Corporation and Croesus Gold Corp. (“**Croesus**”) agree, having regard for the valuations of the two companies in the Croesus Transaction, subject to a maximum consolidation ratio of 2.5 pre-consolidation Common Shares for each one (1) post-consolidation Common Share, as more fully described in the Circular;
7. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution approving the amendment of the articles of the Corporation to change the name of the Corporation to “Arizona Metals Corp.” or such other name as the board of directors of the Corporation, in its sole discretion, deems appropriate, as more fully described in the Circular;
8. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution of disinterested shareholders, approving an amended and restated stock option plan, as more fully described in the Circular, conditional upon the completion of the Croesus Transaction;
9. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution approving amendment to the Corporation’s by-laws, as more fully described in the Circular; and
10. to transact such other business as may be properly brought before the Meeting or any postponement or adjournment thereof.

Information relating to the items above is set forth in the Circular. Only shareholders of record as of May 10, 2019, the record date, are entitled to notice of the Meeting and to vote at the Meeting and at any adjournment or postponement thereof.

IMPORTANT

It is desirable that as many Common Shares as possible be represented at the Meeting. If you do not expect to attend the Meeting and would like your Common Shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. To be valid, all instruments of proxy must be delivered to the Proxy Department of TSX Trust Company, 301-100 Adelaide Street West, Toronto, Ontario, M5H 4H1 not later than 48 hours, excluding Saturdays, Sundays and statutory holidays in the City of Toronto, prior to the time of the Meeting or any postponement or adjournment thereof. Late instruments of proxy may be accepted or rejected by the chair of the Meeting in his or her discretion but he or she is under no obligation to accept or reject any particular late instruments of proxy.

DATED at Toronto, Ontario this 13th day of May, 2019.

By order of the board of directors of RING THE BELL CAPITAL CORP.

“Christopher Tate”

Christopher Tate
Chief Executive Officer