

**PEMBROOK MINING CORP.**  
**Suite 1160 – 1040 West Georgia Street, Vancouver, B.C. V6E 4H1**

**Notice of Annual General Meeting of Shareholders**

May 25, 2015, 5:00 pm, 1160 - 1040 West Georgia Street, Vancouver, B.C. V6E 4H1

**TAKE NOTICE** that the Annual General Meeting of Shareholders (the “Meeting”) of PEMBROOK MINING CORP. (the “Company”) will be held in the meeting room at the Company’s Offices, Vancouver, British Columbia, on **Monday, May 25, 2015, at 5:00 p.m.** (Vancouver time) for the following purposes:

1. To receive the audited financial statements of the Company for the fiscal year ended December 31, 2014 and the auditors’ report thereon;
2. To fix the number of directors to be elected for the ensuing year at eight;
3. To elect the following directors of the Company for the ensuing year:

Brian Booth	John Black	Dan Innes
Stephen Kurtz	Tony Makuch	Alan Moon
C. Richard Petersen	Wang Dongbo;	
4. To appoint Deloitte LLP as the auditors for the ensuing year and authorize the directors to fix the auditors’ remuneration;
5. To approve the 10% Rolling Stock Option Plan for the Company;
6. To transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The form of proxy accompanies this Notice.

The Board of Directors of the Company has fixed the record date for the Meeting at the close of business on April 26, 2015 (“**Record Date**”). A shareholder who is unable to attend the Meeting in person and who wishes to ensure that their shares will be voted at the Meeting, is requested to complete, date and execute the enclosed form of Proxy and deliver it to the Company’s office at Suite 1160 – 1040 West Georgia Street, Vancouver, BC, V6E 4H1, Fax: (778) 327 6546, by fax, hand, mail or scanned email in accordance with the instructions set out in the form of proxy.

**PEMBROOK MINING CORP.**  
**BY ORDER OF THE BOARD OF DIRECTORS**

*“Brian Booth”*  
President and Chief Executive Officer

May 1, 2015  
Vancouver, British Columbia