



## NOTICE-AND-ACCESS NOTIFICATION TO SHAREHOLDERS FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS ON DECEMBER 5, 2018 (the "Meeting")

Dear Shareholder:

You are receiving this notification as NioCorp Developments Ltd. (the "Company") has decided to use the notice and access model for delivery of meeting materials for its 2018 Annual General Meeting (the "Meeting") to its registered and Canadian and United States beneficial shareholders. This Notice and Access Notification regarding the Meeting is prepared under the notice-and access rules that came into effect on February 11, 2013 under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*, National Instrument 51-102 - *Continuous Disclosure Obligations* and pursuant to Rule 14a-16 under the United States Securities Exchange Act of 1934, as amended. Under notice and access, instead of a paper copy of the Notice of Meeting, Proxy Statement/Information Circular (the "Proxy Statement"), 2018 Annual Report ("2018 Annual Report"), and form of proxy (the "Proxy", together with the Notice of Meeting, the Proxy Statement and the 2018 Annual Report, the "Meeting Materials") shareholders receive this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally responsible as it will help reduce paper use and also will reduce the cost of printing and mailing materials to shareholders. This communication is not a form for voting and presents only an overview of the more complete information in the Meeting Materials which contain important information and can be accessed online as provided below.

The Company has elected not to use the procedure known as "stratification" in relation to its use of the "notice and access" rules. Stratification occurs when a reporting issuer using the "notice and access" rules provides a paper copy of proxy-related materials to some, but not all, of its shareholders.

### NIOCORP ANNUAL GENERAL MEETING DATE AND LOCATION

WHEN:	Wednesday, December 5, 2018 10:00 a.m. Mountain Time	WHERE:	Hilton Denver Inverness 200 Inverness Drive West Englewood, Colorado 80112
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Only shareholders who own common shares of the Company at the close of business on the record date of October 18, 2018 may vote at the Meeting or any adjournment or postponement of the Meeting. The purpose of the Meeting is to consider and act upon the following proposals:

- Fixing Number of Directors:** Shareholders will be asked to fix the number of directors of the Company at six (6). Information can be found in the Proposal 1 - "Fixing Number of Directors" section of the Proxy Statement. **The Company's management recommends a vote "FOR" fixing the number of directors of the Company at six (6).**
- Election of Directors:** Shareholders will be asked to elect six (6) directors for the ensuing year. Information can be found in the Proposal 2 - "Election of Directors" section of the Proxy Statement. **The Company's management recommends a vote "FOR" each of the nominees for director named in the Proxy.**
- Appointment of Independent Auditors:** Shareholders will be asked to appoint BDO USA, LLP Certified Public Accountants, as the Company's auditors/independent registered public accountants, for the fiscal year ending June 30, 2019, and to authorize the Company's directors to fix their remuneration. Information can be found in the Proposal 3 - "Appointment of Auditors" section of the Proxy Statement. **The Company's management recommends a vote "FOR" (i) the appointment of BDO USA, LLP as the auditors of the Company and (ii) the proposal that the auditors' remuneration be fixed by the**

**board of directors of the Company.**

4. **Other Business:** Shareholders may be asked to consider other items of business that may be properly brought before the Meeting. Information respecting the use of discretionary authority to vote on any such other business can be found in the "Proxy Instructions" section of the Proxy Statement.

**SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING**

The meeting materials can be viewed online under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com), or on the Company's website at <http://niocorp.com/index.php/corporate/2018-agm> for up to one year from the date of this Notification.

**HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS**

You can obtain a paper copy of the Information Circular, free of charge, by either:

1. Calling the Company, toll free at (855) 264-6267 and providing us with your name and mailing address; or by contacting us with this information via email at [ir@NioCorp.com](mailto:ir@NioCorp.com).
2. Sending a request to our headquarters at: NioCorp Developments Ltd., 7000 South Yosemite Street, Suite 115, Centennial, CO 80112, ATTN: Corporate Secretary, and providing us with your name and mailing address.

Requests may be made up to one (1) year from the date the Proxy Statement was filed on SEDAR, but requests should be received at least five (5) business days in advance of December 3, 2018, being the proxy cut-off date for voting at the Meeting, in order to receive the materials for the Meeting in advance of the proxy cut-off date for the Meeting. If you do not request paper copies they will not otherwise be provided to you.

If interested, you may attend the Meeting in person. Directions to attend the Meeting where registered shareholders may vote in person can be found on our website at <http://niocorp.com/index.php/corporate/2018-agm>.

**VOTING**

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities, you are asked to return their proxies using one of the following methods not later than 10:00 a.m. Mountain Time, on December 3, 2018, being the proxy cut-off date for the Meeting:

**REGISTERED HOLDERS** are asked to return their proxy using the following methods by the proxy deposit date noted on your proxy:

- INTERNET: [www.investorvote.com](http://www.investorvote.com)
- TELEPHONE: 1-866-732-VOTE (8683), toll free within North America, or  
1-312-588-4290, Direct Dial – International
- MAIL: Computershare Investor Services Inc., Proxy Dept  
100 University Avenue, 8th Floor  
Toronto, Ontario, CANADA M5Y 2Y1

**ALL NON-REGISTERED HOLDERS** should follow the instructions on the Voting Instruction Form ("VIF") that was sent to you.

**QUESTIONS**

Shareholders with questions about notice-and-access can contact the Company (from the U.S. or Canada) through its toll-free number at (855) 264-6267, or from other nations at (720) 639-4647, or via email at [IR@niocorp.com](mailto:IR@niocorp.com).