

## **MARIFIL MINES LIMITED**

Suite 1300 – 1500 West Georgia Street

Vancouver, BC V6G 2Z6

Telephone: (604) 365-0425

### **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING**

**TAKE NOTICE** that the Annual General and Special Meeting (the "**Meeting**") of the shareholders of Marifil Mines Limited (the "**Company**") will be held at Suite 2500, 700 West Georgia Street, Vancouver, British Columbia, on Thursday, November 30<sup>th</sup>, 2017 at the hour of 10:00 o'clock in the forenoon for the following purposes:

1. To receive and consider the financial statements of the Company for the fiscal year ended December 31, 2016 together with the report of the auditors thereon.
2. To appoint Manning Elliott LLP, Chartered Accountants, as auditors for the Company for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the auditors.
3. To fix the number of Directors for the ensuing year at seven (7).
4. To elect Directors for the ensuing year.
5. To re-approve the Company's stock option plan.
6. To obtain disinterested shareholder approval to the Company entering into a consulting agreement with 1053345 B.C. Ltd. and the issuance of the compensation set out therein and as more particularly set out in the Information Circular.
7. To confirm, ratify and approve all acts, deeds and things done by and the proceedings of the Directors and Officers of the Company on behalf of the Company during the preceding year.
8. To transact such other business as may be properly transacted at the Meeting or at any adjournment thereof.

An information circular, containing details of matters to be considered at the Meeting, accompanies this notice.

If you are unable to attend the Meeting in person, please read the Notes accompanying the Instrument of Proxy enclosed herewith and then complete and return the proxy within the time set out in the Notes. As set out in the Notes, the enclosed Proxy is solicited by Management, but, you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided, the name of the person you wish to represent you at the Meeting.

DATED at this 26<sup>th</sup> day of October, 2017.

By Order of the Board of Directors

**MARIFIL MINES LIMITED**

*"John Hite"*

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John Hite,  
President and a Director