

MARIFIL MINES LIMITED
Suite 1200 – 625 Howe Street
Vancouver, BC V6C 2T6
Telephone: (604) 365-0425

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of shareholders of Marifil Mines Limited (the “**Company**”) will be held via teleconference only on Friday, June 25, 2021, at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

- (1) to receive the audited financial statements of the Company for the fiscal years ended December 31, 2018, December 31, 2019 and December 31, 2020, and the accompanying report of the auditors;
- (2) to set the number of directors of the Company at four (4);
- (3) to elect Robert Abenante, Greg Burnett, Daniel Buffone and James M. Carter as directors of the Company;
- (4) to ratify the appointment of Dale Matheson Carr-Hilton LaBonte LLP as the auditors of the Company for the financial years ending December 31, 2019 and December 31, 2020 and to ratify the remuneration that was paid to the auditors for the financial years ending December 31, 2019 and December 31, 2020;
- (5) to appoint Dale Matheson Carr-Hilton LaBonte LLP as the auditors of the Company for the fiscal year ending December 31, 2021 and to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending December 31, 2021;
- (6) to consider and, if thought fit, to approve a special resolution to re-designate the Class A common shares of the Company as “common shares” and the Class B Preferred Shares of the Company as “preferred shares” and to adopt new articles for the Company (the “**New Articles**”) which would replace the Company’s current Articles (the “**Existing Articles**”), as described in the accompanying Information Circular;
- (7) to consider, and if thought fit, to approve a special resolution to include certain advance notice provisions for the nomination of directors by shareholders in certain circumstances to the New Articles, as described in the accompanying Information Circular;
- (8) to consider and, if thought fit, to approve a Shareholder Rights Plan, as described in the accompanying Information Circular (the “**Shareholder Rights Plan**”);
- (9) to consider and, if thought fit, to approve a disinterested resolution to ratify, confirm and approve the Company’s Equity Incentive Plan, as described in the accompanying Information Circular;
- (10) to approve the delisting of the Company’s common shares from the TSX Venture Exchange, at the discretion of the board of directors of the Company;
- (11) to consider and, if thought fit, to pass a resolution authorizing the Company to make application to the Supreme Court of British Columbia pursuant to Section 229 of the Business Corporations

Act, British Columbia, in order to rectify the Company's failure to hold an annual general meeting during the 2019 and 2020 calendar years and, in connection therewith, to distribute interim and annual financial statements; and

- (12) to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting (the "**Notice of Meeting**").

The Company's board of directors has fixed May 14, 2021 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

In view of the current and rapidly evolving COVID-19 outbreak, the Company asks that, in considering whether to attend the Meeting in person, shareholders follow the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/2019-novel-coronavirus-infection.html>) The Company encourages shareholders not to attend the Meeting in person if experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. The Company may take additional precautionary measures in relation to the Meeting in response to further developments in the COVID-19 outbreak. As always, the Company encourages shareholders to vote prior to the Meeting. Shareholders are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting by teleconference. To access the Meeting by teleconference, dial toll free at 1-877-385-4099, moderator access code is 1920779# and participant access code is 7862023#.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please vote by proxy by following the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing, that holds your securities on your behalf (each, an "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 25th day of May, 2021.

By Order of the Board of Directors of

MARIFIL MINES LIMITED

"Robert Abenante"

Robert Abenante
President, Chief Executive Officer
and Director