

MINSUD RESOURCES CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the shareholders of Minsud Resources Corp. (the “**Corporation**”) will be held at the offices of the Corporation’s legal counsel, Miller Thomson LLP, Scotia Plaza, 40 King Street West, Suite 5800, Toronto, Ontario, M5H 3S1, on Tuesday, the 3rd of October, 2017, at the hour of 10:00 a.m. (Toronto time) for the following purposes:

1. receiving the Corporation’s audited financial statements for the financial year ended December 31, 2016 and the auditors’ report thereon;
2. electing directors for the ensuing year;
3. appointing the auditors for the ensuing year and authorizing the directors to fix their remuneration;
4. to consider and, if deemed advisable, to pass with or without variation, a resolution adopting and approving the stock option plan of the Corporation, as more particularly set forth in the accompanying management information circular; and
5. transacting such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

A copy of the Management Information Circular, a form of proxy (or a request for voting instruction) and a supplemental mailing request form for financial statements accompany this notice.

Shareholders who are unable to be present in person at the Meeting are requested to (i) sign, date and deliver the accompanying form of proxy to the Corporation’s registrar and transfer agent, TSX Trust Company, 100 Adelaide Street West, Unit 301, Toronto, Ontario, M5H 4H1, so it is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof; or (ii) return your voting instructions as specified in the request for voting instructions delivered to you, as applicable.

DATED at Toronto, Ontario, this 1st day of September, 2017.

MINSUD RESOURCES CORP.

(signed) “*Carlos A. Massa*”
Carlos A. Massa, President and Chief Executive Officer