

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, 100 New Park Place, Suite 700, Vaughan, Ontario, L4K 0H9, on Tuesday, the 27th of October, 2020, 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, 2019 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.

This year to proactively deal with the unprecedented health impact of the novel coronavirus, to mitigate risks to the health and safety of shareholders, employees, other stakeholders and the community at large, and in compliance with current government direction and advice, we will hold a hybrid Meeting, allowing for shareholder participation in-person and via teleconference. Shareholders will have the opportunity to participate at the Meeting via teleconference (if located in Canada or the U.S.) by calling 1 855-453-6968 (Conference ID: 3508879) (if located outside of Canada or the U.S., Shareholders should visit <https://www.confsoptions.ca/ILT/?cid=5365781> for the applicable dial-in number in the country such shareholder is located in); however, such shareholders will not be able to vote or speak at the Meeting via the teleconference call. Callers should dial in ten to fifteen minutes prior to the scheduled time of the Meeting. All callers will be asked to provide their full legal name for recording purposes.

We strongly encourage shareholders to vote their Common Shares of the Corporation prior to the Meeting by any of the means described in the Information Circular and to attend the Meeting via teleconference. The Corporation requests that shareholders provide the Corporation with a minimum of five (5) business day’s written notice of an intention to attend the Meeting in-person. Public health restrictions and recommendations in place at the time of the Meeting may require the Corporation to restrict the number of people in attendance at the Meeting, and physical attendance by a shareholder may therefore not be possible.

Any persons attending the Meeting in person will be required to comply with health and safety measures that the Corporation may put in place. You should not attend the Meeting if you or someone with whom you have been in close contact with are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the fourteen (14) days prior to the Meeting. The Corporation may refuse any Shareholder entrance to the meeting if the Corporation feels to allow entrance would put staff and/or other attendees at the Meeting in harm’s way.

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 10th day of September, 2020.

MINSUD RESOURCES CORP.

(signed) “*Ramiro Massa*”
Ramiro Massa, President and Chief Executive Officer