



**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
EVRIM RESOURCES CORP.**

**TUESDAY AUGUST 1, 2017 at 10:00 a.m. (PDT)
850 West Hastings Street, Suite 910, Vancouver, BC, V6C 1E1**

The Canadian Securities Administrators have changed the provisions of National Instruments 51-102 and 54-101 to permit public companies to provide Annual General Meeting materials via a notice-and-access procedure rather than mailing the full information circular to the holders (the “Shareholders”) of common shares (the “Shares”) of Evrim Resources Corp. (“Evrim”). This will save mailing costs and reduce the amount of paper wasted in preparing mailings that are not required.

All Annual General Meeting materials will be posted on SEDAR (www.sedar.com) and Evrim’s website (www.evrimresources.com). Any security holder may request a copy of the information circular by telephone toll-free 1-855-240-3727, facsimile (604) 248-8663 or email info@evrimresources.com. The request must include a delivery address for the printed materials. Such a request should be received no later than July 18, 2017 to ensure receipt of the printed materials in time to exercise your vote. Materials will be mailed within 3 business days if requested prior to the meeting date and within 10 business days if received after the meeting date. If you wish to receive annual and interim financial statements and MD&A for Evrim, you can request these in the same way or by completing and returning the enclosed request form.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders (the “Meeting”) will be held at the head offices of Evrim Resources Corp. located at 910 - 850 West Hastings Street, Vancouver BC, V6C 1E1 on Tuesday August 01, 2017, at 10:00 a.m. (Vancouver time), for the following purposes:

1. To receive and consider the consolidated financial statements of Evrim for the financial period ended December 31, 2016, together with the auditors’ report thereon;
2. To fix the number of directors of Evrim at four (4); **(refer to Section 3 of the Information Circular)**
3. To elect the directors of Evrim for the ensuing year; **(refer to Section 3 of the Information Circular)**
4. To appoint the auditors of Evrim for the ensuing year; **(refer to Section 4 of the Information Circular)**
5. To authorize the directors to fix the auditors’ remuneration for the ensuing year; **(refer to Section 4 of the Information Circular);** and
6. To transact any such further business as may properly come before the meeting or any adjournment(s) or postponement(s) thereof.

IF YOU REQUIRE ADDITIONAL INFORMATION ABOUT THE NOTICE-AND-ACCESS REGULATIONS YOU CAN CALL 1-855-240-3727 extension 0. A REPRESENTATIVE OF THE COMPANY WILL BE PLEASED TO ASSIST YOU.



The management information circular (the “**Information Circular**”) provides additional information relating to the matters to be dealt with at the Meeting. Any adjourned or postponed meeting resulting from an adjournment or postponement of the Meeting will be held at a time and place to be specified either by Evrim before the Meeting or by the Chair at the Meeting. Please review the information circular carefully before voting.

APPOINTMENT OF PROXYHOLDER

The purpose of a proxy is to designate persons who will vote the proxy on a Shareholder’s behalf in accordance with the instructions given by the Shareholder in the proxy. The persons named as proxyholder in the form of proxy accompanying this Notice of Meeting were designated by the management of the Corporation (each a “**Management Proxyholder**”). **A Shareholder desiring to appoint a person or company other than a Management Proxyholder to represent the Shareholder at the Meeting may do so either by inserting the name of that other person or company in the blank space provided in the accompanying form of proxy or by completing another suitable form of proxy.** A person or company appointed as a proxyholder need not be a Shareholder of the Corporation. All completed proxy forms must be deposited with CST Trust Company, 1600-1066 West Hastings Street, Vancouver, BC V6E 3X1, Facsimile: (604) 235-3705 prior to 10:00 a.m. (Vancouver time) on Friday, July 28, 2017, or, if the Meeting is adjourned or postponed, not less than 48 hours, excluding Saturdays, Sundays, and holidays, before the time of the Meeting.

NON-REGISTERED HOLDERS

Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy **which has already been signed by the Intermediary**, which is restricted as to the number of Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and **deposit it with CST Trust Company** as provided above; or
- (b) more typically, be given a voting instruction form which is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “**proxy authorization form**”) which the Intermediary must follow. The Non-Registered Holder must properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

REVOCAION OF PROXY

In addition to revocation in any other manner permitted by law, a registered Shareholder who has given a proxy may revoke by:

- (a) signing a proxy bearing a later date or signing and dating a written notice of revocation (in the same manner as the proxy is required to be executed as set out in the notes to the proxy), and depositing it at the time and place specified above for the proxy; or
- (b) registering in person with the Scrutineer at the Meeting and voting the Shares.

A revocation of proxy will not affect a matter on which a vote is taken before the revocation.