

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Shares**”) of **San Marco Resources Inc.** (the “**Company**”) will be held in the boardroom of the Company’s legal counsel, **Northwest Law Group**, at **Suite 704, 595 Howe Street, Vancouver, British Columbia** on **Thursday, June 1, 2017** at **11:00 a.m.** for the following purposes (which are further described in the Company’s information circular (“**Circular**”) available on its website at www.sanmarcocorp.com and on SEDAR at www.sedar.com):

1. Receive and consider the Report of the Directors.
2. Receive and consider the financial statements of the Company for the financial year ended November 30, 2016 together with the auditor’s report thereon.
3. Set the number of directors for the ensuing year at six. See “Election of Directors” in the Circular.
4. Elect directors for the ensuing year. See “Election of Directors” in the Circular.
5. Appoint an auditor for the ensuing year and authorize the Board of Directors to approve the remuneration to be paid to the auditor. See “Appointment of an Auditor” in the Circular.
6. Ratify and approve the Company’s Stock Option Plan and authorize the directors to make such changes to the Plan as may be required by the TSX Venture Exchange without further Shareholder approval. See “Particulars of Other Matters to be acted Upon – Stock Option Plan” in the Circular.
7. Transact such other business as may properly come before the meeting.

Shareholders are reminded to read the Circular before voting and, if unable to attend the Meeting in person, to complete and return the enclosed Proxy (or Request for Voting Instructions, a “**VIF**”) in accordance with its instructions. Unregistered Shareholders must return their completed VIFs in accordance with the instructions given by their financial institution or other intermediary that sent it to them.

DATED this 24th day of April 2017

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) **MICHAEL F. PROVENZANO**
Corporate Secretary

As permitted by the “Notice and Access” provisions of the Canadian securities administrators, the Circular is available on the Company’s website and on SEDAR and has not been mailed to shareholders. Shareholders may obtain, without any charge to them, a paper copy of the Circular (and the audited financial statements and related management’s discussion and analysis for the Company’s last financial year and any documents referred to in the Circular) and further information on Notice and Access by contacting the Company as follows:

e-mail:
mjprovenzano@telus.net

telephone:
(+1) 604-687-5792
(collect calls accepted)

mail:
Suite 704, Box 35, 595 Howe Street
Vancouver, British Columbia V6C 2T5, Canada

Requests for paper copies of the Circular (and any other related documents) must be received by no later than 12:00 noon (Vancouver time) on Thursday, May 18, 2017 in order for Shareholders to receive paper copies of such documents and return their completed Proxies or VIFs by the deadline for submission of 10:00 a.m. on Tuesday, May 30, 2017.