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## **NOTICE OF SPECIAL GENERAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that a special 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 **Monday, September 16, 2019** at **10:00 a.m.** for the following purposes (which are further described in the Company’s information circular (“**Circular**”) accompanying this Notice):

1. Authorize, by a special resolution, the consolidation of the Shares on a 3:1 ratio, every three Shares before consolidation being consolidated into one common share. See “Consolidation of Issued Common Shares” in the Circular.
2. Authorize, by a special resolution, the adoption of new Articles by the Company. See “Adoption of New Articles” in the Circular.
3. 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 (or vote online). 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 (or vote online).

**DATED** this 14<sup>th</sup> day of August 2019

### **ON BEHALF OF THE BOARD OF DIRECTORS**

(signed) MICHAEL F. PROVENZANO  
Corporate Secretary