



**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING  
OF SHAREHOLDERS OF MKANGO RESOURCES LTD.**

**NOTICE IS HEREBY GIVEN** that an annual general and special meeting of the holders of common shares (the “**Meeting**”) of Mkango Resources Ltd. (the “**Corporation**”) will be held on **January 18, 2018 at 10:00 a.m.** (Toronto time) at the Toronto offices of Fasken Martineau DuMoulin LLP, Bay Adelaide Centre, 333 Bay Street, Suite 2400, Toronto, Ontario M5H 2T6 for the following purposes:

1. to receive the audited financial statements of the Corporation for the year ended December 31, 2016, including the auditors’ reports thereon;
2. to elect the directors of the Corporation who will serve until the end of the next annual general meeting or until their successors are appointed;
3. to appoint the auditors of the Corporation and to authorize the directors to fix their remuneration;
4. to consider and, if thought fit, to re-approve the stock option plan of the Corporation, as required by the policies of the TSX Venture Exchange;
5. to consider, and if thought fit, to pass an ordinary resolution, excluding any votes attached to common shares held by Talaxis Limited (“**Talaxis**”) approving the entering into and completion of the investment transaction between the Corporation and Talaxis, as more particularly described in the accompanying Management Information Circular; and
6. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The Management Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice. Also enclosed is a form of proxy for the Meeting.

The record date (the “**Record Date**”) for determining those shareholders entitled to receive notice of and to vote at the Meeting is December 11, 2017. Only persons registered as shareholders on the books of the Corporation as of the close of business on the Record Date are entitled to receive notice of and to vote at the Meeting and at any adjournment thereof, and no person becoming a shareholder after the Record Date shall be entitled to receive notice of and to vote at the Meeting or any adjournment thereof. The failure of any shareholder to receive notice of the Meeting does not deprive the shareholder of the right to vote at the Meeting.

**We request that shareholders who are unable to attend the meeting in person complete and return the enclosed form of proxy in the envelope provided and send it to the Corporation’s transfer agent, Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Attention: Proxy Department or you may vote by telephone 1-866-732-8683 (toll free within Canada and USA) or 1-416-263-9524 (outside North America), or by facsimile to 1-866-249-7775 or 1-416-263-9524 (outside North America) or by internet using the 15 digit control number located at the bottom of your proxy at [www.investorvote.com](http://www.investorvote.com). Your proxy or voting instructions must be received no later than 10:00 a.m. (Toronto time) on January 16, 2017 or, if the meeting is adjourned, 48 hours (excluding Saturdays and holidays) before the beginning of any adjournment of the Meeting. Alternatively, the proxy form may be hand-delivered to the registration table on the day of the Meeting prior to the commencement of the Meeting.**

Dated this 11<sup>th</sup> day of December, 2017.

By Order of the Board of Directors

*(signed) “Derek Linfield”*  
Chairman