

BAYHORSE SILVER INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of shareholders of Bayhorse Silver Inc. (the “**Company**”) will be held at Suite 400, 725 Granville Street, Vancouver, British Columbia on Friday, December 8, 2017 at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

1. To receive and consider the audited financial statements of the Company, together with the auditor’s report thereon, for the fiscal year ended December 31, 2016;
2. To appoint Charlton and Company, Chartered Professional Accountants, as the auditors of the Company for the ensuing year and to authorize the directors of the Company to fix their remuneration;
3. To set the number of directors for the ensuing year at four.
4. To elect the directors of the Company to serve until the next annual general meeting of the shareholders;
5. To consider and, if thought fit, pass a resolution approving the Company’s incentive stock option plan, as more particularly described in the Management Information Circular (the “**Circular**”).
6. To transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The details of the matters proposed to be put before the Meeting, including the text of the respective resolutions referenced above are set forth in the management information circular of the Corporation accompanying this Notice of Meeting, which is supplemental to an expressly made a part of this notice of meeting.

The board of directors of the Company has fixed October 27, 2017 as the record date (the “**Record Date**”) for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Computershare Investor Services, Inc., 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 27th day of October, 2017.

**BY ORDER OF THE BOARD
OF BAYHORSE SILVER INC.**

/s/ “Graeme O’Neill”

Graeme O’Neill,
President and Chief Executive Officer