



## NOTICE OF ANNUAL AND SPECIAL MEETING

**NOTICE** is hereby given that the Annual and Special Meeting (the "Meeting") of the shareholders of Minifocus Exploration Corp. (the "Company") will be held on Wednesday, October 28, 2020, at Suite 440, 755 Burrard Street, Vancouver, British Columbia at 10:00 a.m. (Vancouver time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the years ended February 28 2019 and February 29, 2020, together with the auditor's report thereon and the Report of the Directors.
2. To appoint De Visser Grey LLP as the auditors of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors for the ensuing year.
3. To set the number of directors of the Company at five (5).
4. To elect directors to hold office until the next Annual General Meeting.
5. To consider and, if thought appropriate, to pass, with or without amendment, an ordinary resolution to approve the Company's Stock Option Plan.
6. To consider and, if thought appropriate, to pass, with or without amendment, an ordinary resolution by the majority of disinterested shareholders to approve the re-pricing of 542,857 stock options previously granted to insiders of the Company as more particularly described in the Information Circular accompanying this Notice.
7. To transact such further or other business as may properly come before the meeting and any adjournments thereof.

The Board of Directors of the Company set September 23, 2020 as the record date for determining the shareholders entitled to receive notice of and vote at the Meeting.

If you are a registered shareholder and are unable to be present at the Meeting in person, in order for your proxy to be valid and your votes to be counted, you must date, execute and return the accompanying form of proxy to Odyssey Trust Company, Suite 323, 409 Granville Street, Vancouver, British Columbia, V6C 1T2 (Attn: Proxy Department) by not later than 10:00 a.m. (Vancouver time) on October 26, 2020 or, if the Meeting is adjourned, not later than 48 hours (excluding Saturdays and holidays) before the time for holding the adjourned meeting. If you are a non-registered shareholder and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or other intermediary. If you are a non-registered shareholder and do not complete and return the materials in accordance with such instructions, you may lose the right to vote at the Meeting.

DATED at Vancouver, British Columbia, this 28<sup>th</sup> day of September, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS**

*Alicia Milne*

President & Chief Executive Officer