

**LATIN AMERICAN MINERALS INC.**  
217 Queen Street West, 4<sup>th</sup> Floor  
Toronto, Ontario M5V 0R2

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the “**Meeting**”) of the shareholders of **Latin American Minerals Inc.** (the “**Company**”) will be held on **Tuesday, October 20, 2020**, at the hour of 10:00 a.m. (Eastern time), at the office of Irwin Lowy LLP, 217 Queen Street West, Suite 401, Toronto, Ontario M5V 0R2, for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the year ended December 31, 2019 and the report of the auditors thereon;
2. to elect the directors of the Company;
3. to appoint the auditors of the Company and to authorize the directors to fix their remuneration;
4. to consider and, if deemed advisable, to pass, with or without variation, a special resolution to amend the articles of incorporation of the Company to change the name of the Company to “Sterling Metals Corp.”, or such other name as the directors of the Company, in their sole discretion, may determine and as may be acceptable to the Director appointed under the *Canada Business Corporations Act*;
5. to consider and, if deemed advisable, to pass, with or without variation, a special resolution to effect the consolidation of all of the issued and outstanding common shares of the Company on the basis of up to ten (10) old common shares for one (1) new common share;
6. to consider and, if deemed advisable, to pass, with or without variation, a resolution to approve and confirm the conversion of the Company’s existing “fixed” stock option plan to a “rolling” stock option plan; and
7. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The full text of the special resolutions referred to in items 4 and 5 above are attached to this notice as Exhibit A.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the Company’s transfer agent and registrar, Computershare Investor Services Inc., at 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1 not later than 10:00 a.m. (Eastern time) on Friday, October 16, 2020 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Company has by resolution fixed the close of business on Friday, September 18, 2020 as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

**COVID-19 GUIDANCE**

**In the context of the effort to mitigate potential risk to the health and safety associated with COVID-19 and in compliance with the orders and directives of the Government of Canada, the Province of Ontario and the City of Toronto, the shareholders are being discouraged from attending the Meeting in person. All shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out herein and in the accompanying management information circular dated September 18, 2020 of the Company.**

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual and special meeting. Additional information about the Company and its financial statements are also available on the Company's profile at [www.sedar.com](http://www.sedar.com).

**DATED** this 18<sup>th</sup> day of September, 2020.

**BY ORDER OF THE BOARD**

*“Mathew Wilson” (signed)*

President, Chief Executive Officer and Director

**EXHIBIT A**  
**SPECIAL RESOLUTIONS OF THE SHAREHOLDERS**  
**OF**  
**LATIN AMERICAN MINERALS INC.**

**AMENDMENT TO ARTICLES – NAME CHANGE**

**“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. the articles of the Company be amended to change the name of the Company to “Sterling Metals Corp.”, or such other name as the directors of the Company, in their sole discretion, may determine and as may be acceptable to the Director appointed under the *Canada Business Corporations Act*;
2. notwithstanding that this resolution has been duly passed by the shareholders of the Company, the directors of the Company be, and they are hereby, authorized and directed to revoke this resolution at any time prior to the issue of a certificate of amendment giving effect to the articles of amendment and to determine not to proceed with the amendment of the articles of the Company without further approval of the shareholders of the Company; and
3. any director or officer of the Company be and he or she is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, including, without limitation, the execution and delivery of articles of amendment in the prescribed form to the Director appointed under the *Canada Business Corporations Act*, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.”

**AMENDMENT TO ARTICLES - CONSOLIDATION**

**“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. the directors of the Company be authorized to effect the consolidation (the “**Consolidation**”) of all of the issued and outstanding common shares without par value in the capital of the Company (the “**Common Shares**”) on the basis of up to ten (10) old Common Shares for one (1) new Common Share (10:1);
2. the directors of the Company be and are hereby authorized to fix the ratio of the pre-consolidation to post-consolidation Common Shares to be used in the Consolidation (the “**Final Consolidation Ratio**”), provided that the maximum Final Consolidation Ratio will not exceed ten (10) old Common Shares for one (1) new Common Share (10:1);
3. any fractional Common Shares resulting from the Consolidation will be rounded down or up to the nearest whole Common Share, with 0.5 of a Common Share being rounded up;
4. upon the Consolidation being effected, any officer or director of the Company is authorized to cancel (or cause to be cancelled) any certificates evidencing the existing Common Shares and to issue (or cause to be issued) certificates representing the new Common Shares to the holders thereof;
5. the directors of the Company, in their sole and complete discretion, may act upon this resolution to effect the Consolidation or, if deemed appropriate and without any further approval from the shareholders of the Company, may choose not to act upon this resolution notwithstanding that this resolution has been duly passed by the shareholders of the Company, and in the latter case, the directors of the Company are hereby authorized and empowered to revoke this resolution in their sole discretion at any time prior to effecting the Consolidation; and
6. any director or officer of the Company be and he or she is hereby authorized and directed, for and on behalf of the Company, to execute or cause to be executed, under the seal of the Company or otherwise and to deliver or to cause to be delivered all such other deeds, documents, instruments and assurances and to do or cause to be done all such other acts as in the opinion of such director or officer of the Company may be necessary or desirable to carry out the terms of the foregoing resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.”