



NOTICE OF ANNUAL & SPECIAL GENERAL MEETING OF SHAREHOLDERS

Mirasol Resources Ltd. (the “**Company**” or “**us**” or “**we**”) will be holding our annual and special general meeting of shareholders (the “**Meeting**”) on Wednesday, July 8, 2020 at 10:00 am (Vancouver time) at Suite 1150 – 355 Burrard Street, Vancouver, British Columbia.

This notice of meeting and a management information circular in respect of the Meeting dated June 1, 2020 (the “**Circular**”) and the Company’s audited consolidated financial statements for the fiscal year ended June 30, 2019 and management’s discussion and analysis thereon (the “**Financial Statements**”) have been posted on the Company’s profile on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at www.sedar.com.

The Company shall not be using the notice-and-access mechanism for this Meeting. The Circular and a form of proxy or voting instructions form are enclosed with this Notice.

As a shareholder of the Company, you have the right to vote your shares, either by proxy or in person at the Meeting. The Meeting is being held for shareholders to consider the following matters:

1. To receive and consider the audited consolidated Financial Statements of the Company for the year ended June 30, 2019 together with the Auditors' report thereon.
2. To set the number of directors at six (6).
3. To elect Directors for the ensuing year.
4. To re-appoint Davidson & Company LLP, as Auditor for the ensuing year.
5. To approve the Stock Option Plan.
6. To approve the Restricted Share Unit Plan.
7. To transact such other business as may properly come before the meeting, or any adjournments or postponements thereof.

The Circular provides additional information regarding the matters to be dealt with at the Meeting. **Please review the Circular prior to voting.**

VOTING

In light of ongoing public health concerns related to the COVID-19 pandemic and in order to comply with government recommendations, the Company is encouraging shareholders to not attend the Meeting in person. Rather, the Company requests that shareholders submit their vote by proxy in advance of the Meeting, in accordance with instructions described in the Circular.

Persons who have within 14 days of the Meeting: (i) COVID-19 symptoms; (ii) been in close contact with another person with COVID-19 symptoms; or (iii) travelled outside of Canada, cannot attend the Meeting and should therefore vote their shares only by proxy. For those shareholders who attend the Meeting, physical distancing measures shall be applied, as directed by the Provincial Health Officer. The Company reserves the right to change the location, date and time of the Meeting based upon developments with the COVID-19 pandemic.

Proxies are being solicited by the Board and management of the Company. Shareholders who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set forth in the form of proxy and the Circular.

Registered shareholders who are unable, or choose not, to attend the Meeting are requested to complete and deposit the proxy **at least 48 hours (excluding Saturdays and holidays) before** the time of the Meeting by:

- (a) completing, dating and signing the enclosed form of proxy and returning it to the Company's transfer agent Computershare Trust Company of Canada at Proxy Dept. 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1; or
- (b) using the internet through the website of the Company's transfer agent at www.investorvote.com
- (c) using the telephone option for Registered Holders:
1-866-732-VOTE (8683) Toll Free (in North America)
312-588-4290 Direct Dial (outside North America)

Using the telephone option for NOBO Holders
1-866-734-VOTE (8683) Toll Free (in North America)
312-588-4291 Direct Dial (outside North America)

Most shareholders do not hold their shares in their own names. Such shares may be beneficially owned by you but registered either: (a) in the name of an intermediary such as a bank, trust company, securities dealer or broker, or the trustee or administrator of a self-administered RRSP, RRIF, RESP, TFSA or similar plan, or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) or its nominee, of which the intermediary is a participant. If your shares are shown in an account statement provided to you by your intermediary, in almost all cases, your shares will not be registered in your name in the records of the Company. Only proxies deposited by registered shareholders can be recognized and acted upon at the Meeting. As a result, if you hold your Shares through a broker or other intermediary, we urge you to complete only the voting instruction form or provide your voting instructions to your broker or other intermediary by other acceptable methods as described on the voting instruction form. Please read the instructions regarding how to vote at, or attend, the Meeting under "Solicitation of Proxies — Beneficial Shareholders" in the Circular.

DATED at Vancouver, British Columbia, as of June 1, 2020.

ON BEHALF OF THE BOARD OF DIRECTORS

"Norman Pitcher"

NORMAN PITCHER, President & CEO