



## **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, May 25, 2022 at 11:00 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 April 20, 2022 (the “**Circular**”) and the Company’s audited consolidated financial statements for the fiscal year ended June 30, 2021 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](http://www.sedar.com) .

**In light of the ongoing public health concerns related to COVID-19 and in order to comply with the measures imposed by the federal and provincial governments, the Company is encouraging shareholders and others not to attend the meeting in person.** The Company is offering its shareholders the option to listen and participate (but not vote) at the Meeting in real time by Microsoft Teams meeting format.

The link to join the meeting can be found on the Company’s website at the following web page:

<https://mirasolresources.com/investors/agm-materials/>

While as of the date of this Circular, we are intending to hold the Meeting in physical face to face format with a Microsoft Teams meeting format for participation, we are continuously monitoring the current coronavirus (COVID-19) outbreak. In light of the rapidly evolving news and guidelines related to COVID-19, we ask that, in considering whether to attend the Meeting in person, shareholders follow, among other things, the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>) and any applicable additional provincial and local instructions. You should not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days prior to the Meeting. **In order to minimize group sizes and respect social distancing regulations, all shareholders are urged to vote on the matters before the Meeting by proxy which can be submitted electronically, by mail, or by phone as further described herein.** We reserve the right to take additional precautionary measures we deem appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release which would be filed on SEDAR. Please monitor the Company’s press releases for updated information up until the date of the Meeting. We do not intend to prepare or mail an amended management information circular in the event of changes to the Meeting format.

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 by proxy. **Shareholders are encouraged not to attend the Meeting due to the COVID-19 pandemic.** 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, 2021 together with the Auditors' report thereon.
2. To set the number of directors at five (5).
3. To elect Directors for the ensuing year.

4. To re-appoint Davidson & Company LLP, as Auditor for the ensuing year.
5. To approve, ratify and confirm the Company's Stock Option Plan for the ensuing year, as set forth in the Information Circular accompanying this Notice;
6. To approve, ratify and confirm the Company's Restricted Share Unit Plan for the ensuing year, as set forth in the Information Circular accompanying this Notice; and
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**

Registered shareholders who are unable 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. at 3<sup>rd</sup> Floor, 510 Burrard Street, Vancouver, BC V6C 3B9; or
- (b) using the internet through the website of the Company's transfer agent at [www.investorvote.com](http://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 April 20, 2022.

#### **ON BEHALF OF THE BOARD OF DIRECTORS**

*"Patrick Evans"*

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**PATRICK EVANS, Executive Chairman**