

**WINDFIRE CAPITAL CORP.**  
Suite 2000 – 1177 West Hastings Street  
Vancouver, BC V6E 2K3  
Telephone: (604) 669-2191

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING**

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of shareholders of Windfire Capital Corp. (the “**Company**”) will be held at the offices of Clark Wilson LLP, 900 - 885 West Georgia Street, Vancouver, British Columbia, on Tuesday, October 17, 2017, at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

- (1) to receive the audited financial statements of the Company for each of the financial years ended December 31, 2016 and 2015 and the accompanying reports of the auditors;
- (2) to set the number of directors of the Company at three and to elect Walter Luke, Brian Morrison and Alexander Helmel as directors of the Company to hold office until the earlier of: (a) completion of the transaction contemplated by the letter of intent dated July 24, 2017 between the Company and DMiner Asset Management Inc. (“**DMiner**”), pursuant to which the Company proposes to acquire (the “**Transaction**”) 91.5% of the issued and outstanding shares of Riviera Mina Ltd. from DMiner, which Transaction which will constitute a Reverse Takeover of the Company, as defined in the rules and policies of the TSX Venture Exchange; (b) the next annual meeting of shareholders of the Company; and (c) their earlier resignation or such time as their successors are duly elected or appointed in accordance with the Company’s constating documents;
- (3) to consider and, if thought fit, to pass, with or without variation, an ordinary resolution to, subject to completion of the Transaction: (a) increase the number of directors of the Company from three to five; and (b) authorize and approve the election of Duane Parnham, Kevin Broger, Mark Frewin, Donald Sharpe and King Frans Indongo as directors of the Company, to hold office from the closing of the Transaction until the next annual meeting of shareholders of the Company, or until their successors are duly elected or appointed in accordance with the Company’s constating documents;
- (4) to ratify the appointment of Crowe MacKay LLP, Chartered Professional Accountants, as the auditors of the Company for the financial year ended December 31, 2016, and the remuneration that was paid to the auditors for the financial year ended December 31, 2016;
- (5) to appoint Crowe MacKay LLP as the auditors of the Company for the financial year ending December 31, 2017 and authorize the directors of the Company to fix the remuneration to be paid to the auditors for the financial year ending December 31, 2017;
- (6) to consider and, if thought fit, to approve an ordinary resolution to adopt the Company’s 2017 Stock Option Plan;
- (7) to consider and, if thought fit, to approve, a special resolution to confirm, ratify and approve all acts, resolutions, deeds and things done by, and proceedings of, the directors and officers of the Company on behalf of the Company since the last annual general meeting of shareholders of the Company held on September 16, 2015, including the failure of the Company to hold a meeting of shareholders since such date; and

- (8) to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying information circular (the “**Information Circular**”) provides additional 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 General and Special Meeting (this “**Notice of Meeting**”).

The board of directors of the Company has fixed September 7, 2017 as 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 Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please vote by proxy by following the instructions provided in the form of proxy 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, or a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing, that holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 18<sup>th</sup> day of September, 2017.

By Order of the Board of Directors of

**WINDFIRE CAPITAL CORP.**

*(signed) “Walter Luke”* \_\_\_\_\_

Walter Luke

Chief Executive Officer and Director

**PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED FORM OF PROXY AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED.**