

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
OF PAN ANDEAN MINERALS LTD.**

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “Meeting”) of the shareholders of Pan Andean Minerals Ltd. (the “Company”) will be held at Suite 520, 800 West Pender Street, Vancouver, British Columbia, on Friday, December 14, 2018 at 10:00 a.m. (local time) for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company for the years ending February 28, 2017 and February 28, 2018 together with the report of the auditors therein.
2. To appoint De Visser Gray, LLP, Chartered Accountants, as auditors of the Company for the ensuing year and to authorize the directors to approve the remuneration to be paid to the auditor.
3. To set the number of directors for the ensuing year at five.
4. To elect directors for the ensuing year.
5. To approve the issuance of common shares in settlement of debt.
6. To transact such other business as may properly come before the Meeting.

The Company’s Board of Directors has fixed October 29, 2018 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

NOTICE-AND-ACCESS

Notice is also hereby given that the Company has decided to use the notice-and-access method of delivery of materials for the Meeting. The notice-and-access method allows for the Company to deliver the Meeting materials via the internet in accordance with the applicable rules set forth in National Instrument 54-101 Communications with Beneficial Owners of Securities of a Reporting Issuer. Under the notice-and-access system, shareholders of the Company (“Shareholders”) still receive a proxy or voting instruction form (as applicable) enabling them to vote at the Meeting. However, instead of a paper copy of the Meeting materials, Shareholders receive notification with information on how they may access such Meeting materials electronically. The use of this alternative method of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing Meeting materials to Shareholders. Shareholders are reminded to view the Meeting materials prior to voting.

Shareholders may access these materials under the Company's profile on SEDAR at www.sedar.com or at <http://www.panandeanminerals.com>

Registered holders or beneficial owners may request paper copies of the Meeting materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting materials are posted on the website referenced above. In order to receive a paper copy of the Meeting materials or if you have any questions concerning notice-and-access, please call toll Odyssey Trust Company at (778) 819-1184 or email info@odysseytrust.com. Requests for paper copies of the Meeting materials shall be fulfilled within 3 business days if requested prior to the meeting date and within 10 calendar days if requested after the meeting date.

If you are a registered shareholder and are unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with Odyssey Trust Company (Attention: Proxy Department), 835 – 409 Granville Street, Vancouver, BC V6C 1T4, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting, or with the Secretary of the Corporation before the commencement of the Meeting or any adjournment thereof.

If you are a non-registered shareholder and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your shares on your behalf (an "Intermediary"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia on November 8, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

Sungbum Huh
President, CEO and Director