



## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the **Annual General and Special** meeting of shareholders (the "**Meeting**") of **MONTERO MINING AND EXPLORATION LTD.** (the "**Company**") will be held at Peterson McVicar LLP at Suite 902, 18 King Street E., Toronto, Ontario, on **Thursday, June 27, 2019**, at **9:00 a.m.** (Eastern Time) for the following purposes:

- to receive the audited financial statements of the Company for the financial year ended December 31, 2018, together with the auditor's report thereon;
- to fix number of directors at four (4);
- to elect directors for the ensuing year;
- to appoint Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, as the Company's auditor for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditor;
- to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve the Company's 10% rolling incentive stock option plan for the ensuing year;
- to consider and, if deemed advisable, to pass, with or without variation, a special resolution to approve the repeal and replace of the Company's Articles (the "New Articles Resolution");
- if the New Articles Resolution is not passed by special resolution of shareholders of the Company ("Shareholders"), the Shareholders will be asked to consider, and if deemed advisable, to pass, with or without variation, a special resolution to approve an amendment of the Company's articles providing for advance notice provisions; and
- to transact such other business as may properly come before the Meeting or any adjournments thereof.

The accompanying management information circular (the "**Information Circular**") provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice are (i) Form of Proxy or Voting Instruction Form, and (ii) Financial Statement Request Form. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

Only Shareholders of record at the close of business on **May 6, 2019**, will be entitled to receive notice of and vote at the Meeting. Shareholders are entitled to vote at the Meeting either in person or by proxy. Each common share (the "**Common Share**") is entitled to one vote.

**Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Common 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 out in the Form of Proxy and in the Information Circular.**

**Non-registered Shareholders who plan to attend the Meeting must follow the instructions set out in the Form of Proxy or Voting Instruction Form to ensure that their Common Shares will be voted at the Meeting. If you hold your Common Shares in a brokerage account, you are not a registered Shareholder.**

**DATED** at Vancouver, British Columbia, this **6th** day of **May, 2019**.

BY ORDER OF THE BOARD OF DIRECTORS:

Signed: "*Antony Harwood*"

DR. ANTONY HARWOOD  
President, Chief Executive Officer and Director