

## MAKO MINING CORP.

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the “**Meeting**”) of holders of common shares (“**Shareholders**”) of Mako Mining Corp. (“**Mako Mining**” or the “**Company**”) will be held at the offices of Cassels Brock & Blackwell LLP, 2100 Scotia Plaza, 40 King Street West, Toronto, Ontario M5H 3C2 on December 4, 2019 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive and consider the financial statements of the Company, together with the auditor’s report thereon, for the financial year ended April 30, 2019;
2. to fix the number of directors of the Company at seven (7);
3. to elect directors for the ensuing year;
4. to appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
5. to consider and, if thought fit, to approve an ordinary resolution to re-approve the Company’s stock option plan; and
6. to transact such further and other business as may properly be brought before the Meeting or any postponement or adjournment thereof.

Specific details of the matters proposed to be put before the Meeting are set forth in the management information circular dated October 22, 2019 (the “**Information Circular**”). Shareholders are reminded to review the Information Circular before voting.

The Company is using the notice-and-access system (“**Notice-and-Access**”) under National Instrument 54-101 *Communications with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 *Continuous Disclosure Obligations* to distribute the Notice of Meeting and Information Circular to Shareholders. Notice-and-Access allows the Company to post electronic versions of its proxy-related materials on SEDAR and on the Company’s website, rather than mailing paper copies to Shareholders. This alternative means of distribution of the Company’s proxy-related materials is more environmentally friendly by reducing paper use, and also reduces printing and mailing costs of the Company. Note that Shareholders still have the right to request paper copies of the proxy-related materials posted online by the Company under Notice-and-Access if they so choose.

The proxy-related materials are available under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company’s website at <https://www.makominingcorp.com/investors/agm/>. As noted above, the Company will provide to any Shareholder, free of charge, a paper copy of the Information Circular upon request to the Company at 1-800-319-7310 or by email at [info@makominingcorp.com](mailto:info@makominingcorp.com) up to one year from the date the Information Circular is filed on SEDAR. Shareholders who wish to receive a paper copy of the Information Circular in advance of the Meeting should make such request to the Company by no later than November 25, 2019, in order to allow reasonable time to receive and review the information Circular prior to the proxy deadline of 10:00 a.m. (Toronto time) on December 2, 2019. The Information Circular will be sent to Shareholders within three (3) business days of their request if such request is made prior to the date of the Meeting. Following the Meeting, the Circular will be sent to such shareholders within 10 days of their request.

Shareholders will receive a paper copy of a notice package (the “**Notice Package**”) under Notice-and-Access via pre-paid mail containing: (i) a notification regarding the Company’s use of Notice-and-Access and how the proxy-related materials may be obtained, (ii) a form of proxy (if you are a registered Shareholder) or a voting instruction form (if you are a beneficial Shareholder), and (iii) a supplemental mailing list return card to elect to receive paper copies of the Company’s financial statements and management’s discussion and analysis.

The consolidated annual financial statements (the “**Annual Financial Statements**”) and related management’s discussion and analysis (“**MD&A**”) of the Company for the financial year ended April 30, 2019 have previously been mailed to those Shareholders who had requested to receive them by indicating (where marked) on the form of proxy or voting instruction form, as applicable, or through completing the supplemental mailing list return card distributed to Shareholders in connection with the Company’s 2018 Annual and Special Meeting of Shareholders. The Annual Financial Statements and MD&A are available under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company’s website at [www.makominingcorp.com/investors/financial-reports](http://www.makominingcorp.com/investors/financial-reports). Shareholders may also request paper copies of the Annual Financial Statements and MD&A, free of charge, by calling 1-800-319-7310 or via email at [info@makominingcorp.com](mailto:info@makominingcorp.com).

The record date for determining the Shareholders entitled to receive notice of and vote at the Meeting is the close of business on October 18, 2019 (the “**Record Date**”). Only Shareholders whose names have been entered in the register of Shareholders as of the close of business on the Record Date are entitled to receive notice of and to vote at the Meeting.

Shareholders are invited to attend the Meeting in person. Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the form of proxy contained in the Notice Package (in the return envelope provided for that purpose), or, alternatively, to vote by telephone, or over the internet, in each case in accordance with the instructions set out in the notice Package. The completed proxy form must be deposited at the office of Computershare Trust Company of Canada, 100 University Avenue 8th Floor, Toronto, Ontario, M5J 2Y1 by mail, or the proxy vote must otherwise be registered in accordance with the instructions set forth in the Notice Package. Non-registered Shareholders who receive the proxy-related materials through their broker or other intermediary should complete and send the form of proxy or voting instruction form delivered in the Notice Package in accordance with the instructions provided by their broker or intermediary.

To be effective, a proxy must be received by Computershare not later than 10:00 a.m. (Toronto time) on December 2, 2019, or in the case of any postponement or adjournment of the Meeting, not less than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time of the postponed or adjourned meeting. **Late proxies may be accepted or rejected by the Chairperson of the Meeting in his or her discretion. The Chairperson is under no obligation to accept or reject any particular late proxy.**

DATED this 22nd day of October, 2019.

**BY ORDER OF THE BOARD OF  
DIRECTORS OF MAKO MINING CORP.**

*“Akiba Leisman”*

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Akiba Leisman  
Chief Executive Officer and Director