

RIO SILVER INC.

NOTICE OF 2017 ANNUAL GENERAL AND SPECIAL MEETING

TAKE NOTICE that the Annual General and Special Meeting (the "**Meeting**") of the shareholders of Rio Silver Inc. (the "**Company**") will be held at the Canadian Venture Building, 82 Richmond Street East, Toronto ON M5C 1P1, on Wednesday, June 28, 2017 at the hour of 2:00 o'clock (Toronto time) in the afternoon for the following purposes:

1. To receive and consider the audited financial statements of the Company for the period ended December 31, 2016, and the report of the auditors thereon;
2. To appoint MNP LLP, Chartered Accountants, as auditor for the Company for the ensuing year, at a remuneration to be fixed by the directors, as more particularly described under the heading "Appointment and Remuneration of Auditors", in the accompanying Information Circular;
3. To fix the number of directors for the ensuing year at four (4).
4. To elect directors for the ensuing year;
5. To ratify, confirm and approve the Company's stock option plan dated April 12, 2012, as amended June 26, 2014; and
6. To transact such other business as may be properly transacted at the Meeting or at any adjournment thereof.

If you are unable to attend the Meeting in person, please read the Notes accompanying the Instrument of Proxy enclosed herewith and then complete and return the Proxy within the time set out in the Notes. As set out in the Notes, the enclosed Proxy is solicited by management, but you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided, the name of the person you wish to represent you at the Meeting.

DATED at Toronto, Ontario, this 30th day of May, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Jeffrey Reeder*"

Jeffrey Reeder
President and CEO