

FORAN MINING CORPORATION

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Foran Mining Corporation (the “**Company**”) will be held on the 10th Floor of 595 Howe Street, Vancouver, British Columbia, on May 28, 2019 at 2:00 p.m. (Vancouver time), for the following purposes:

1. to receive and consider the financial statements of the Company for the year ended December 31, 2018 and the report of the auditors thereon;
2. to appoint Smythe Ratcliffe LLP, Chartered Accountants as the auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
3. to elect the directors of the Company for the ensuing year;
4. to consider and if thought advisable, to pass, with or without amendment, an ordinary resolution approving the Company’s Long-Term Performance Incentive Plan (“**LTIP**”), as more particularly described in the attached management information circular of the Company dated April 18, 2019; and
5. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying information circular.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is April 18, 2019 (the “**Record Date**”). Shareholders whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof. To be effective, the enclosed form of proxy must be mailed or faxed so as to reach or be deposited with TSX Trust Company, Suite 301, 100 Adelaide Street West, Toronto, ON, M5H 4H1, Fax: 416.595.9593 not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

DATED this 18th day of April, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS OF
FORAN MINING CORPORATION**

“Patrick Soares”

Patrick Soares
President, Chief Executive Officer and Director