



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Mirasol Resources Ltd. (the “**Company**” or “**us**” or “**we**”) will be holding our annual general and special meeting of shareholders (the “**Meeting**”) on Thursday, April 26, 2018 at 10:00 am (Vancouver time) at Suite 400 – 725 Granville Street, Vancouver, British Columbia V7Y 1G5. A notice of meeting and management information circular in respect of the Meeting dated March 16, 2018 (the “**Circular**”) and the Company’s audited consolidated financial statements for the fiscal year ended June 30, 2017 and management’s discussion and analysis thereon (the “**Financial Statements**”) have been posted on the Company’s profile on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at www.sedar.com and also on the Company’s website at www.mirasolresources.com.

You are receiving this notification because the Company has decided to use the notice-and-access mechanism for delivery of Meeting materials to shareholders under National Instrument 54-101 “*Communications with Beneficial Owners of Securities of a Reporting Issuer*”. Notice-and-access is a set of rules that allows issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via SEDAR and one other website, rather than mailing paper copies of such materials to shareholders. Under the notice-and-access procedure, you are still entitled to receive a form of proxy or voting instruction form enabling you to vote at the Meeting. However, instead of paper copies of the proxy related materials, you are receiving this notice which contains information about how to access the materials electronically. We anticipate that notice-and-access will directly benefit the Company through a reduction in both postage and material costs and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials.

MEETING DATE AND LOCATION

The Meeting of the Company will be held:

DATE:	Thursday, April 26, 2018	PLACE:	Suite 400 – 725 Granville Street
TIME:	10:00 a.m.		Vancouver, BC V5Y 1G5

As a shareholder of the Company, you have the right to vote your shares, either by proxy or in person at the Meeting. The Meeting is being held for shareholders to consider the following matters:

1. To receive and consider the audited consolidated Financial Statements of the Company for the year ended June 30, 2017 together with the Auditors' report thereon.
2. To set the number of directors at six (6).
3. To elect Directors for the ensuing year.
4. To re-appoint Davidson & Company LLP, as Auditor for the ensuing year.
5. To approve the Amended and Restated Equity Incentive Plan.
6. To approve, if necessary, the Stock Option Plan.
7. To transact such other business as may properly come before the meeting, or any adjournments or postponements thereof.

The Circular and form of proxy or voting instructions form for the Company provide additional information regarding the matters to be dealt with at the Meeting. **Please review the Circular prior to voting.**

VOTING

Registered shareholders who are unable to attend the Meeting are requested to complete and deposit the proxy **at least 48 hours (excluding Saturdays and holidays) before** the time of the Meeting by:

- (a) completing, dating and signing the enclosed form of proxy and returning it to the Company's transfer agent Computershare Trust Company of Canada at Proxy Dept. 100 University Avenue, **8th Floor**, Toronto, Ontario, M5J 2Y1; or
- (b) using the internet through the website of the Company's transfer agent at www.investorvote.com
- (c) using the telephone option for Registered Holders:
1-866-732-VOTE (8683) Toll Free (in North America)
312-588-4290 Direct Dial (outside North America)

Using the telephone option for NOBO Holders
1-866-734-VOTE (8683) Toll Free (in North America)
312-588-4291 Direct Dial (outside North America)

Most shareholders do not hold their shares in their own names. Such shares may be beneficially owned by you but registered either: (a) in the name of an intermediary such as a bank, trust company, securities dealer or broker, or the trustee or administrator of a self-administered RRSP, RRIF, RESP, TFSA or similar plan, or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) or its nominee, of which the intermediary is a participant. If your shares are shown in an account statement provided to you by your intermediary, in almost all cases, your shares will not be registered in your name in the records of the Company. Only proxies deposited by registered shareholders can be recognized and acted upon at the Meeting. As a result, if you hold your Shares through a broker or other intermediary, we urge you to complete only the voting instruction form or provide your voting instructions to your broker or other intermediary by other acceptable methods as described on the voting instruction form. Please read the instructions regarding how to vote at, or attend, the Meeting under "Solicitation of Proxies — Beneficial Shareholders" in the Circular.

HOW TO OBTAIN PAPER COPIES OF THE PROXY MATERIALS

Shareholders who have previously requested to be placed on the Company's supplemental mailing list will be sent paper copies of the Circular. To be included on the Company's supplemental mailing list for the upcoming year please complete and return the enclosed Supplemental return card.

Shareholders who are not on the Company's supplemental mailing list can obtain a paper copy of the Circular or the Financial Statements by calling the Company at 604-602-9989 or toll-free in North America at 1-855-292-7342, or by emailing the Company at contact@mirasolresources.com. **Paper copies of the materials for the Meeting must be requested by no later than April 9, 2018**, in order to allow sufficient time to receive and review the materials for the Meeting and return the form of proxy in the prescribed time.

Shareholders who have questions regarding this form of notice and accessing the Circular and related material may call the Company at 604-602-9989 or toll-free in North America at 1-855-292-7342.

DATED at Vancouver, British Columbia, as of March 16, 2018.

ON BEHALF OF THE BOARD OF DIRECTORS

"Stephen C. Nano"

STEPHEN C. NANO, Director, CEO and President