



## **NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

TAKE NOTICE that the annual general meeting (the “**Meeting**”) of the shareholders of Candelaria Mining Corp. (the “**Company**”) will be held on **Friday, December 4, 2020** at 10:00 a.m. (Vancouver, British Columbia time) for the following purposes:

1. to receive and consider the annual financial statements of the Company for the fiscal year ended April 30, 2020, together with the report of the auditors thereon;
2. to fix the number of directors of the Company at four (4) for the ensuing year;
3. to elect directors of the Company for the ensuing year;
4. to appoint Grant Thornton LLP as the auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, to approve the continuation of the Company’s stock option plan, as more particularly described in the accompanying management information circular (the “**Information Circular**”); and
6. to transact such other business which may properly come before the Meeting, or any adjournment or postponement thereof.

The Meeting will be deemed to be held at Suite #1201 – 1166 Alberni Street, Vancouver, British Columbia, V6E 3Z3, Canada; however, **the Meeting will be held by video conference only. You will not be able to attend the Meeting in person.** Registered shareholders and validly appointed proxyholders may attend the Meeting by contacting Sam Wong, Corporate Secretary at +1 (604) 306 8245 to obtain a web link that will permit them to attend the Meeting by video conference.

The Board of Directors has fixed the close of business (Vancouver time) on October 28, 2020 as the record date for determining the shareholders who are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment thereof.

Accompanying this notice of Meeting is the Information Circular, a form of proxy (“**Proxy**”) or voting instruction form (“**VIF**”), and a request card for use by shareholders who wish to receive the Company’s interim and/or annual financial statements. The Information Circular includes more detailed information relating to the matters to be considered at the Meeting and forms part of this Notice.

**This year, as part of our corporate social responsibility in response to COVID-19, and in order to mitigate potential risks to the health and safety of our shareholders, employees, communities and other stakeholders, the Company will not be permitting in person voting at the Meeting, and shareholders must vote by proxy in advance of the Meeting in order to have their votes counted.** Registered shareholders who wish to have their vote counted at the Meeting must complete and deliver the accompanying form of proxy, or another suitable form of proxy in accordance with the instructions set out in the form of proxy and in the Information Circular.

**Non-registered shareholders must follow the instructions set out in the form of Proxy or VIF to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.**

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining and depositing the required form of Proxy, you should contact Computershare Investor Services Inc. by telephone at 1-800-564-6253 (toll free in North America), by fax at 1-866-249-7775 or by e-mail at service@computershare.com.

DATED at Vancouver, British Columbia, this 28<sup>th</sup> day of October, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

“Ramon Perez”

President

**Please submit the accompanying Proxy or Voting Instruction Form well in advance of the voting deadline of 10:00 a.m. (PST) on December 2, 2020 or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time to which the Meeting may be adjourned or postponed. In person voting will not be permitted at the Meeting due to the COVID-19 pandemic. The accompanying Information Circular provides further information respecting proxies and the matters to be considered at the Meeting and is deemed to form part of this notice of Meeting.**

*These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions. If you are a non-registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.*