

**MINERA ALAMOS INC.**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON NOVEMBER 21, 2019.**

**NOTICE IS HEREBY GIVEN** that the annual and special meeting of shareholders (the “**Meeting**”) of Minera Alamos Inc. (the “**Company**”) will be held at Suite 402, 55 York Street, Toronto, Ontario M5J 1R7, on Thursday, November 21, 2019 at 10:00 a.m. (EST) for the following purposes:

1. to receive the audited financial statements (the “**Audited Financial Statements**”) and the management discussion & analysis (“**MD&A**”) of the Company for the financial year ended December 31, 2018;
2. to elect directors of the Company for the ensuing year;
3. to re-appoint MNP LLP as the auditors of the Company for the ensuing year and to authorize the board of directors (the “**Board**”) to fix their remuneration;
4. to approve the continuation of the Company’s stock option plan;
5. to ratify and approve the restricted share unit plan of the Corporation.”
6. to approve a special resolution, substantially in the form set out in the accompanying management information circular empowering the Board of Directors to determine from time to time the number of directors of the Corporation within the minimum and maximum numbers as provided for in the articles of the Corporation and the number of directors of the Corporation to be elected at the annual meeting of the shareholders and .
7. to transact such further or other business as may properly come before the Meeting or any adjournment or postponement thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the management information circular (the “**Management Information Circular**”) to be provided by the Company under the Notice and Access System as described below. The full text of the resolutions for the matters listed above is set out in the Schedules to the Management Information Circular.

The directors have fixed October 7, 2019 as the record date for the determination of the shareholders of the Company entitled to receive notice of the Meeting. Shareholders so entitled are invited to attend the Meeting.

**NOTICE AND ACCESS** – The Company has elected to utilize the notice-and-access system under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Ongoing Requirements for Issuers and Insiders* of the Canadian Securities Administrators (the “**Notice and Access System**”) for delivery of the Management Information Circular to each of the shareholders of the Company whose proxy is solicited for the Meeting.

Under the Notice and Access System, instead of delivering a paper copy of the Management Information Circular, the Company is permitted to provide its shareholders with a notice directing them to a website where they can access an electronic copy of the Management Information Circular online and vote their shares using their preferred method either through internet or via paper return. The Company anticipates that the Notice and Access System can directly benefit the Company through a substantial reduction in both postage and printing costs, and also promote environmental sustainability by reducing the large volume of paper documents generated by printing proxy related materials.

Notwithstanding the use of the Notice and Access System, the Company has delivered paper copies of this notice and the proxy form to its shareholders eligible to attend the Meeting. In addition, the Company has delivered paper copies of the Audited Financial Statements and MD&A to its registered shareholders (unless such registered shareholder has informed the Company in writing declining to receive a paper copy of such annual documents) as well as its beneficial shareholders who have submitted a completed supplemental card to the Company or its transfer agent requesting for the delivery of such annual documents.

#### **Website Where the Circular is Posted**

Shareholders of the Company can access the Management Information Circular for the Meeting on the following website: [www.meetingdocuments.com/ast/MAI](http://www.meetingdocuments.com/ast/MAI) or by accessing the Company's filings on SEDAR at [www.sedar.com](http://www.sedar.com).

#### **Requesting Paper Copies of the Circular**

Shareholders of the Company may also request paper copies of the Management Information Circular to be delivered to them by mail at no cost to them by calling the following toll-free number: 1-888-433-6443 or by emailing to [fulfilment@astfinancial.com](mailto:fulfilment@astfinancial.com). In order for the requesting shareholder to receive the paper copy in advance of the deadline for submission of voting instructions and the date of the Meeting, the request must be made prior to 4:30 pm (EST) on Thursday, November 7, 2019. Shareholders of the Company may continue to request a paper copy of the Management Information Circular within one year from the date the Management Information Circular is filed on SEDAR. In the case of a request received prior to the date of the Meeting, a paper copy of the Circular so requested will be sent free of charge by the Company to the requesting shareholder at the address specified in the request, by first class mail, courier or the equivalent within 3 business days after receiving the request; in the case of a request received on or after the date of the Meeting, and within one year of the Management Information Circular being filed, a paper copy of the Management Information Circular will be sent free of charge by the Company to the requesting shareholder within 10 calendar days after receiving the request, by prepaid mail, courier or the equivalent.

#### **Voting**

**Shareholders are reminded to review the Circular prior to voting.** *Registered shareholders* who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and send it in the enclosed envelope to the Company's transfer agent, AST Trust Company (Canada) ("AST"), PO Box 721, Agincourt, ON M1S 0A1, by fax (1-866-781-3111) or by email at [proxyvote@astfinancial.com](mailto:proxyvote@astfinancial.com). *Non-registered shareholders* who receive these materials through their broker or other intermediary should complete and send the enclosed voting instruction form in accordance with the instructions provided by their broker or intermediary. To be effective, a proxy must be received by AST not later than 10:00 am (EST) on November 19, 2019, being 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) preceding the date of the Meeting or any adjournment or postponement thereof, or delivered to the chairman on the day of the Meeting or any adjournment or postponement thereof.

DATED the 11<sup>th</sup> day of October, 2019.

**ON BEHALF OF THE BOARD OF DIRECTORS**

(Signed) "*Darren Koningen*"

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Darren Koningen  
Director and CEO