

**TOACHI MINING INC.**  
**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that Toachi Mining Inc. (“Toachi” or the “**Corporation**”) will hold its annual and special meeting of shareholders (the “**Meeting**”) at the offices of Cassels Brock & Blackwell LLP, Suite 2100, Scotia Plaza, 40 King Street West, Toronto, Ontario, M5H 3C2, Canada, on Wednesday, January 31<sup>st</sup>, 2018 at 10:00 a.m. (Toronto Time) for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation as at and for the year ended July 31, 2017 and the independent auditors’ report thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint the auditors of the Corporation and authorize the directors to fix the auditors’ remuneration;
4. to consider, and if deemed advisable, to pass, without variation, an ordinary resolution confirming the Corporation’s stock option plan;
5. to consider, and if deemed advisable, to pass, without variation, an ordinary resolution authorizing a restricted share unit plan of the Corporation, substantially in the form attached as a Schedule to the accompanying management information circular; and
6. to transact any other business properly brought before the Meeting.

Holders of common shares are invited to attend the Meeting. Shareholders of record as at the close of business on Friday December 8, 2017 will be entitled to notice of and to vote at the Meeting.

A detailed description of the matters to be acted upon at the Meeting is set forth in the accompanying management information circular of the Corporation dated December 8, 2017 (the “**Information Circular**”).

The Corporation has elected not to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 (“Notice-and-Access Provisions”) of the Canadian Securities Administrators for this Meeting.

Please review the Information Circular carefully and in full prior to voting in relation to the matters set out above as the Information Circular has been prepared to help you make an informed decision on such matters. This Information Circular is also available on the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com). Any Shareholder who wishes to receive a paper copy of the Information Circular should contact the Corporation's transfer agent, TSX Trust Company, 301 - 100 Adelaide Street West, Toronto, ON M5H 4H1, Fax: (416) 595-9593, Toll-free: 1-866-600-5869.

Copies of: (a) this notice of annual and special meeting of shareholders; (b) the Information Circular; and (c) a management form of proxy and instructions in relation thereto (the “**Management Proxy**”) may be obtained at the following office: Toachi Mining Inc., 1206 - 2 St. Clair Avenue East, Toronto, Ontario, Canada, M4T 2T5, or will be sent to a shareholder without charge upon request by calling 416.365.7043.

**DATED** the 8th day of December, 2017.

By Order of the Board of Directors

(Signed) “*Jonathan Goodman*”

President & CEO