

CMX GOLD & SILVER CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD JUNE 6, 2014

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of the shareholders of CMX Gold & Silver Corp. (the "Corporation") will be held in the Dixon Room, Norton Rose Fulbright Canada LLP, 3700, 400 - 3rd Avenue S.W., Calgary, Alberta T2P 4H2, at 10:00 a.m. (Calgary time) on Friday, June 6, 2014, for the following purposes:

1. to receive the financial statements for the fiscal years ended December 31, 2013 and 2012 with the report of the auditors thereon;
2. to elect the directors for the ensuing year;
3. to appoint the auditors for the ensuing year;
4. to consider, and if thought fit, pass an ordinary resolution, approving the Corporation's Stock Option Plan;
5. to transact such other business as may properly come before the meeting or any adjournments(s) thereof.

A proxy will not be valid for the Meeting or any adjournment thereof unless the completed form of proxy is delivered to Olympia Trust Company, 2300, 125 - 9th Avenue SE, Calgary, Alberta T2G 0P6, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) prior to the commencement of the Meeting or any adjournment thereof.

Unregistered shareholders who receive these materials through their broker or another intermediary are requested to complete and return the form of proxy in accordance with the instructions provided by the broker or other intermediary.

The directors have fixed May 7, 2014 as the record date. Holders of Common Shares of record at the close of business on May 7, 2014 are entitled to notice of the Annual and Special Meeting and to vote thereat or at any adjournments thereof.

Calgary, Alberta

May 7, 2014

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "Jan Alston"
President & C.E.O.