

CMX GOLD & SILVER CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TAKE NOTICE that an annual general and special meeting (the "**Meeting**") of the holders of Common Shares in the capital of CMX Gold & Silver Corp. ("**CMX**" or the "**Corporation**") will be held at the office of Dentons Canada LLP, solicitors for CMX, at 15th Floor, Bankers Court, 850 - 2nd Street SW, Calgary, Alberta, on September 16, 2019 at 11:00 a.m. (MDT) for the following purposes:

1. to receive the Financial Statements of the Corporation for the years ended December 31, 2018 and 2017 together with the report of the auditors thereon;
2. to fix the number of directors to be elected at five;
3. to elect directors of the Corporation until the next annual general meeting, as described in the Information Circular accompanying this Notice;
4. to appoint auditors of the Corporation for the ensuing year and to authorize the Directors to fix the auditors' remuneration, as described in the Information Circular accompanying this Notice;
5. to approve a change of name of the Corporation to "CMX Silver Corp.", or such other name as the Directors may approve, as more particularly described in the Information Circular accompanying this Notice;
6. to approve a consolidation of Common Shares, as more particularly described in the Information Circular accompanying this Notice; and
7. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

If you are a *registered shareholder* of the Corporation and are unable to attend the Meeting in person, please date and sign the form of proxy delivered to you by the Corporation and deliver or mail it in the enclosed envelope to Computershare Trust Corporation of Canada, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department. Alternatively, you may vote by internet using the 12-digit control number located at the bottom of your proxy at www.investorvote.com. All instructions are listed in the enclosed form of proxy. In order to be valid and acted upon at the Meeting or any adjournment thereof, proxies must be received at the aforesaid address no later than 11:00 a.m. (MDT) on September 12, 2019 or, if the Meeting is adjourned, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the beginning of any adjournment thereof.

If you are an *unregistered shareholder* of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the form of proxy provided in accordance with the instructions provided therein.

Only registered shareholders as at August 7, 2019 and their duly appointed proxyholders will be entitled to vote at the Meeting.

DATED at Calgary, Alberta, this 12th day of July, 2019.

ON BEHALF OF THE BOARD OF DIRECTORS

"Jan M. Alston"

President and Chief Executive Officer

CMX GOLD & SILVER CORP.

INFORMATION CIRCULAR

for the Annual General and Special Meeting of the Shareholders
to be held on September 16, 2019

THIS INFORMATION CIRCULAR (THE "INFORMATION CIRCULAR") IS FURNISHED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY THE MANAGEMENT OF CMX GOLD & SILVER CORP. (the "Corporation" or "CMX") for use at the annual general and special meeting of the holders of common shares ("**Common Shares**") in the capital of the Corporation to be held on September 16, 2019 at 11:00 a.m. (MDT) at the place and for the purposes set out in the accompanying Notice of Meeting (the "**Meeting**"). To ensure that you will be represented at the Meeting in the event that you are a *registered shareholder* and unable to attend personally, you are requested to date, complete and sign the form of proxy delivered to you by the Corporation and return the same to Computershare Trust Corporation of Canada, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department. Alternatively, you may vote by internet using the 12-digit control number located at the bottom of your proxy at www.investorvote.com. If you are an *unregistered shareholder* and receive these materials through your broker or through another intermediary pursuant to National Instrument 54-101 - *Communications with Beneficial Owners of Securities of a Reporting Issuer*, please complete and return the instrument or proxy in accordance with the instructions provided therein.

The solicitation of proxies is intended to be primarily by mail but may also be made by telephone or other electronic means of communication or in person by the directors and officers of the Corporation. The cost of such solicitation will be borne by the Corporation. Except where otherwise stated, the information contained herein is given as of the 12th day of July, 2019.

GENERAL

Appointment and Revocation of Proxies

The individuals named in the accompanying form of proxy are officers and directors of the Corporation. ***A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT SUCH SHAREHOLDER AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY INSERTING SUCH PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER FORM OF PROXY.*** Such a shareholder should notify the nominee of the appointment, obtain the nominee's consent to act as proxy and instruct the nominee on how the shareholder's shares are to be voted. In any case, the form of proxy should be dated and executed by the shareholder or the shareholder's attorney authorized in writing, or if the shareholder is a corporation, under its corporate seal, or by an officer or attorney thereof duly authorized.

A proxy will not be valid for the Meeting or any adjournment thereof unless the completed form of proxy is delivered to Computershare Trust Corporation of Canada, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 Attention: Proxy Department not later than 11:00 a.m. (MDT) on September 12, 2019 or not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of any adjournment of the Meeting. The Chairman of the Meeting has the authority to accept late or incomplete proxies in his discretion.

Voting of Proxies

The persons named in the enclosed form of proxy have indicated their willingness to represent, as proxyholders, the shareholders who appoint them. Each shareholder may instruct its proxyholder how to vote the shareholder's shares by completing the blanks in the form of proxy.

Shares represented by properly executed proxy forms will be voted or withheld from voting on any poll in accordance with instructions made on the proxy forms and, if a shareholder specifies a choice as to any matters to be acted on, such shareholder's shares shall be voted accordingly. In the absence of such instructions, such ***SHARES WILL BE VOTED IN FAVOUR OF ALL MATTERS IDENTIFIED IN THE NOTICE OF MEETING ACCOMPANYING THIS INFORMATION CIRCULAR.***

The form of proxy confers discretionary authority upon the persons named therein with respect to amendments and variations to matters identified in the Notice of Meeting and with respect to any other matters which may properly come

before the Meeting. At the time of printing this Information Circular, the management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

Voting by Internet

CMX shareholders may use the internet site at www.investorvote.com to transmit their voting instructions. Shareholders should have the form of proxy in hand when they access the website and will be prompted to enter their Control Number, which is located on the form of proxy. If shareholders vote by internet, their vote must be received not later than 11:00 a.m. (MDT) on September 12, 2019 or not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of any adjournment of the Meeting. **The website may be used to appoint a proxyholder to attend and vote on a shareholder's behalf at the Meeting and to convey a shareholder's voting instructions. Please note that if a shareholder appoints a proxyholder and submits the proxyholder's voting instructions and subsequently wishes to change the proxy appointment, a shareholder may resubmit his/her proxy and/or voting direction, prior to the deadline noted above. When resubmitting a proxy, the most recently submitted proxy will be recognized as the only valid one, and all previous proxies submitted will be disregarded and considered as revoked, provided that the last proxy is submitted by the deadline noted above.**

In addition to revocation in any other manner permitted by law, a shareholder who has given a proxy may revoke it at any time before it is exercised, by instrument in writing executed by the shareholder or by the shareholder's attorney authorized in writing and deposited either at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof.

Advice to Beneficial Shareholders

The information set forth in this section is significant to many shareholders of the Corporation, as a substantial number of shareholders do not own shares in their own name. Shareholders who do not hold their shares in their own name (referred to in this Information Circular as "**Beneficial Shareholders**") should note that only proxies deposited by shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., a wholly-owned subsidiary of The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of that broker) is similar to the form of proxy provided to registered shareholders by the Corporation. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**BFSI**"). BFSI typically asks Beneficial Shareholders to return voting instructions forms to BFSI. BFSI then tabulates the results of all instructions received and provides appropriate instructions respecting voting of shares to be represented at the Meeting. **A Beneficial Shareholder receiving a BFSI voting instruction form cannot use that proxy to vote Common Shares directly at the Meeting - the BFSI instrument must be returned to BFSI well in advance of the Meeting in order to have the Common Shares voted.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of a broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered shareholder and vote the Common Shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Common Shares as proxyholder for the registered shareholder should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Notice & Access

The Corporation has elected to use the "Notice & Access" provisions under National Instrument 54-101 - *Communications with Beneficial Owners of Securities of a Reporting Issuer* (the "**Notice & Access Provisions**") for the Meeting. The Notice & Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials which are mailed to shareholders by allowing a reporting issuer to post online on the Internet an information circular in respect of a meeting of its shareholders and related materials. The Corporation will not use procedures known as "stratification" in relation to the use of the Notice & Access Provisions, meaning that both registered and Beneficial Shareholders will be mailed a notification of availability of Meeting materials directing them to those websites where they can access the Information Circular and other relevant information (the "**Notice & Access Notification**"). If you receive the Notice & Access Notification and would like to receive a paper copy of the Information Circular and other relevant information, please follow the instructions printed on the Notice & Access Notification and the materials will be mailed to you. All materials will be forwarded to shareholders at the Corporation's expense. The Corporation estimates that a Shareholder's request for paper copies of the Information Circular and other relevant information will need to be received prior to September 2, 2019 in order for such Shareholder to have sufficient time to receive and review the materials requested and return the completed form of proxy by the due date of September 12, 2019. To receive a paper copy of this Information Circular and other relevant information, requests by shareholders may be made up to one year from the date the Information Circular was filed on System for Electronic Document Analysis and Retrieval ("**SEDAR**").

The Corporation anticipates that Notice & Access will directly benefit the Corporation through reductions in postage and printing costs. The Corporation believes that Notice & Access is a much more practical process to communicate in the digital age and, also, is environmentally responsible as it decreases the large volume of paper documents generated by printing proxy related materials. Shareholders with questions about Notice & Access can call Computershare toll free at 1-866-331-6360.

Record Date, Voting Shares and Principal Holders Thereof

The Corporation has set the close of business on August 7, 2019 as the record date for the Meeting. The Corporation will prepare a list of shareholders of record at such time. Holders of Common Shares of the Corporation named on that list will be entitled to vote the Common Shares then registered in their name at the Meeting, except to the extent that (a) the holder has transferred the ownership of any of the holder's shares after that date, and (b) the transferee of those shares produces properly endorsed share certificates or a Direct Registration System ("**DRS**") Advice, or otherwise establishes that the transferee owns the shares, and demands at any time before the Meeting that the transferee's name be included in the list of persons entitled to vote at the Meeting, in which case the transferee will be entitled to vote the shares at the Meeting or any adjournment thereof.

As at July 12, 2019 the Corporation's issued and outstanding voting shares consisted of 36,265,724 Common Shares. Holders of Common Shares are entitled to one vote for each Common Share held on all matters to be considered and acted upon at the Meeting or any adjournment thereof.

To the knowledge of the directors and executive officers of the Corporation, no person, firm or corporation beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation, except for Ron Otsig who is the beneficial owner of 3,828,000 Common Shares.

As at July 12, 2019, the directors and officers (including family members) of the Corporation as a group controlled or owned beneficially, directly and indirectly, 12,025,533 Common Shares, representing 33.2% of the presently issued and outstanding Common Shares.

Indebtedness of Directors and Senior Officers

As of the date hereof there is not any indebtedness owing to the Corporation by the directors, senior officers or other members of management of the Corporation, or any of their associates or affiliates.

Interest of Informed Persons in Material Transactions

There are no material interests, direct or indirect, of any directors or senior officers of the Corporation, nominees for director, any shareholder who beneficially owns more than 10% of the shares of the Corporation, or any known associate or affiliate of such persons in any transaction since the commencement of the Corporation's last completed financial year or in any completed or proposed transaction which has had a material affect or would materially affect the Corporation and which is not otherwise disclosed herein.

Interest of Certain Persons in Matters to be Acted On

Management of the Corporation is not aware of any material interests, direct or indirect, of any director, director nominee or senior officer or anyone who has held office as such since the beginning of the Corporation's last financial year, or any associate or affiliate of such persons in any manner to be acted on at the Meeting, other than as described herein.

BUSINESS OF THE ANNUAL GENERAL AND SPECIAL MEETING

Receipt of the Financial Statements and Auditor's Report

The financial statements of the Corporation for the years ended December 31, 2018 and 2017 and the auditors' report thereon will be placed before the shareholders at the Meeting.

Under securities legislation, the Corporation is required to send annually a request form to the registered holders and beneficial owners of its securities, other than debt instruments, that the registered holders and beneficial owners may use to request a hard copy of the Corporation's annual financial statements and related management's discussion and analysis ("MD&A") and/or the Corporation's interim financial statements and related MD&A. Shareholders who wish to receive a hard copy of the Corporation's annual financial statements and related MD&A or the Corporation's interim financial statements and related MD&A must send the return card enclosed with the form of proxy sent to shareholders directly to Computershare at the address noted thereon.

Fixing Number of Directors

It is proposed that the number of directors to be elected at the Meeting to hold office until the next annual meeting or until their successors are elected or appointed, subject to the articles of the Corporation, be set at five. **Unless otherwise directed, the persons named in the form of proxy delivered to shareholders intend to vote in favour of setting the number of directors to be elected at the Meeting at five.**

Election of Directors

The term of office for each director is from the date of the meeting at which he or she is elected until the next annual meeting or until his or her successor is elected or appointed. At the Meeting, a board of five directors is proposed to be elected. It is the intention of the persons named in the form of proxy sent to shareholders, if not expressly directed to the contrary in such form of proxy, to vote such proxies FOR the election of all nominees specified below as directors of the Corporation. If, prior to the Meeting, any vacancies occur in the proposed nominees herein submitted, the proxies shall not be voted for such vacancies. Management has been informed that each of the proposed nominees listed below is willing to serve as a director, if elected.

The following table states the names of all persons proposed to be nominated for election as directors, the position or office now held by them, if applicable, their principal occupation or employment for the preceding five years, the date on which they became directors of the Corporation and the number of Common Shares in the capital of the Corporation owned by them, either directly or indirectly, or over which they exercise control or direction as at the date hereof.

Name, Place of Residence and Position with the Corporation	Principal Occupation For the Past Five Years	Director Since	Number of Voting Shares ⁽¹⁾
Jan Alston ⁽²⁾ Calgary, Alberta, Canada President, CEO, Director	President and Chief Executive Officer of CMX; an independent businessman.	March, 1989	1,589,125 (4.4%)
John A. Niedermaier ⁽²⁾⁽³⁾ Calgary, Alberta, Canada Director	President of Mi Casa Rentals Inc., an oilfield supply Corporation since May 1993.	March, 2012	1,041,143 (2.9%)
Bruce J. Murray ⁽²⁾⁽³⁾ Calgary, Alberta, Canada Director	An independent businessman; Former President of Zorzal Incorporated, a Canadian-owned winery in Mendoza, Argentina.	October, 1989	681,625 (1.9%)
J. David Clements ⁽³⁾ Calgary, Alberta, Canada Director	An independent businessman involved ⁽³⁾ in private investment and consulting through Dack Resources Ltd.	September, 2014	1,150,000 ⁽⁴⁾ (3.2%)
William A. Knight ⁽³⁾ Ashland, Oregon, USA Director	President of Apple Creek Investments, LLC; an independent businessman; inventor and entrepreneur.	May 24, 2018	Nil

Notes:

- (1) Number and percentage of Common Shares beneficially owned or over which control or direction, directly or indirectly, is exercised.
- (2) Member of the Audit Committee.
- (3) Independent director.
- (4) Mr. Clements holds 250,000 Common Shares directly, 500,000 Common Shares indirectly through Dack Resources Ltd., a corporation controlled by Mr. Clements, and 200,000 Common Shares indirectly through his children.

Shareholders have the right to vote for or withhold voting for the election of all nominees proposed by Management to be directors of the Corporation. **Unless directed to withhold voting for all nominees proposed by Management, the persons named in the form of proxy delivered to shareholders intend to vote FOR all nominees proposed by Management at the Meeting.**

The Board of Directors recommends that you vote FOR all nominees proposed by Management.

Corporate Cease Trade Orders, Bankruptcies, Penalties and Sanctions

Other than as disclosed herein, no proposed director of the Corporation has, within the ten years prior to the date of this Information Circular, been a director, chief executive officer or chief financial officer of any Corporation that, while such person was acting in that capacity (or after such person ceased to act in that capacity but resulting from an event that occurred while that person was acting in such capacity) was the subject of a cease trade order, an order similar to a cease trade order, or an order that denied the Corporation access to any exemption under securities legislation for a period of more than 30 consecutive days.

Other than as disclosed herein, none of the proposed directors has, within the ten years preceding the date of this Information Circular, been a director or executive officer of any Corporation that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

None of the proposed directors, or a personal holding Corporation of any such persons, has, within the ten years preceding the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the individual or the holding Corporation of the individual, as applicable.

None of the proposed directors of the Corporation has entered into a settlement agreement with a securities regulatory authority or has been subject to (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor having to make an investment decision.

Mr. Alston was a director of Azteca Gold Corp. when it became subject to a temporary trading halt by the TSX Venture Exchange on August 10, 2009 pending release of a clarification news release. The trading halt was lifted, and trading resumed on September 15, 2009. Mr. Alston was a director of Azteca Gold Corp. when it became subject to cease trade orders and a trading halt on May 3, 2012 for failing to file audited financial statements, as yet unrevoked.

Mr. Alston was a director of Visionwall Inc., which, in conjunction with its wholly-owned operating subsidiary, Visionwall Corporation, was granted protection under the Companies' Creditors Arrangement Act (Canada) on August 12, 2009, and Visionwall Corporation's Plan of Arrangement was approved by creditors on November 25, 2009 allowing the Corporation to emerge from protection on December 21, 2009. Mr. Alston was a director of Visionwall Solutions Inc., a private Corporation, which was voluntarily assigned into bankruptcy on January 14, 2011 and its assets were subsequently sold.

Appointment of Auditors

At the Meeting, shareholders will be asked to vote for the appointment of MNP LLP, at its principal offices in Calgary, Alberta located at 1500, 640 - 5th Avenue S.W., Calgary, Alberta T2P 3G4, as auditors of the Corporation until the close of the next annual general meeting, at such remuneration as may be approved by the Board of Directors of the Corporation. MNP LLP have been the auditors of the Corporation since October 2011. **It is the intention of the persons named in the form of proxy sent to shareholders, if not expressly directed to the contrary in such form of proxy, to vote FOR this resolution at the Meeting. The Board of Directors recommends that you vote FOR the ordinary resolution approving the appointment of MNP LLP as auditors of the Corporation at remuneration to be fixed by the Board of Directors.**

Approval of Name Change

At the Meeting, shareholders will be asked to consider and, if thought appropriate, to pass a special resolution (the “Name Change Resolution”) authorizing the Board of Directors to change the name of the Corporation to “CMX Silver Corp.” or such other name as the Board of Directors, in its sole discretion, determines appropriate and which all applicable regulatory authorities, including the Canadian Securities Exchange (the “Exchange”), may accept, and to amend the Corporation’s articles accordingly (the “Name Change”). The Name Change Resolution gives the Board of Directors discretion to proceed or not to proceed with the Name Change as circumstances may warrant or the Board of Directors may decide for any reason.

The Name Change Resolution, substantially in the form set forth below, requires the approval of not less than two-thirds (66.67%) of the votes cast in respect thereof by the shareholders present in person or represented by proxy at the Meeting. The Board of Directors considers that the passing of the Name Change Resolution is in the best interest of the Corporation and unanimously recommends that shareholders vote in favour of the Name Change Resolution.

If approved, the effective date of the Name Change will be the date of issuance of a certificate of amendment under the *Business Corporations Act* (Alberta).

At the Meeting, shareholders will be asked to consider and, if thought appropriate, to approve a special resolution in the following form:

“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the name of the Corporation be changed to “CMX Silver Corp.”, or such other name as the Board of Directors, in its sole discretion, determines appropriate and subject to the approval of all applicable regulatory authorities;
2. any one director or officer of the Corporation be and is hereby authorized and directed, for and on behalf of the Corporation (whether under corporate seal or otherwise), to execute and deliver articles of amendment, in duplicate, to the Registrar under the *Business Corporations Act* (Alberta) (“ABCA”), and all documents and instruments and to take such other actions as such director or officer may deem necessary or desirable to implement the foregoing special resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions;
3. upon articles of amendment having become effective in accordance with the ABCA, the articles of the Corporation are amended accordingly; and
4. notwithstanding approval of the shareholders of the Corporation as herein provided, the Board of Directors may, in its sole discretion, revoke the special resolution before it is acted on without further approval of the shareholders of the Corporation.”

The Name Change will not affect the validity of currently outstanding share certificates of the Corporation or the trading of the Common Shares. Shareholders will not be required to surrender or exchange any of the certificates representing Common Shares that they currently hold.

In the absence of contrary instructions, the persons named in the accompanying Form of Proxy intend to vote the Common Shares represented thereby in favour of the Name Change Resolution. The Board of Directors recommends that you vote FOR the Name Change Resolution.

Approval of the Share Consolidation

At the Meeting, shareholders will be asked to consider and, if thought appropriate, to pass a special resolution (the “Consolidation Resolution”) authorizing the consolidation of the Common Shares issued and outstanding (the “Share Consolidation”) on the basis of one (1) post-consolidation Common Share for every six (6) pre-consolidation Common Shares, or such other number of pre-consolidation Common Shares up to but not exceeding ten (10) pre-consolidation Common Shares for each post-consolidation Common Share, as may be determined by the Board of Directors in its sole discretion and as may be required to obtain approval of the Share Consolidation from the Exchange (the “Consolidation Ratio”). The text of the Consolidation Resolution to be voted on at the Meeting by the shareholders is set forth under the heading “*Consolidation Resolution*” below.

If approved and implemented by the Board of Directors, the Share Consolidation will occur simultaneously for all of the Common Shares. The Consolidation Ratio will be the same for all such Common Shares and will affect all holders of Common Shares uniformly and will not affect any shareholder’s percentage ownership interest in the Corporation, except to the extent that the Share Consolidation would otherwise result in any shareholder owning a fractional Common Share. In the event a shareholder would be entitled to receive a fractional Common Share after the Share Consolidation,

each fractional Common Share that is less than one half (1/2) of a Common Share will be rounded down to the next whole number and each fractional Common Share that is equal to or greater than one half (1/2) of a Common Share will be rounded up to the next whole number of Common Shares.

As the Corporation currently has an unlimited number of Common Shares authorized for issuance, the Share Consolidation will not have any effect on the number of Common Shares that remain available for future issuance. As at the date hereof, the Corporation has 36,265,724 pre-consolidation Common Shares issued and outstanding. Assuming a Consolidation Ratio of 6:1, upon completion of the Share Consolidation, the number of post-consolidation Common Shares issued and outstanding will be approximately 6,044,287 post-consolidation Common Shares (on a non-diluted basis and subject to rounding to account for fractional shares).

Purpose of the Share Consolidation

The Board of Directors deems that it is in the best interests of the Corporation to reduce the number of issued and outstanding Common Shares by way of the Share Consolidation. The potential benefits of the Share Consolidation include:

- (a) *Greater investor interest* - a higher post-consolidation Common Share price could help generate interest in the Corporation among certain investors. In particular, a higher anticipated Common Share price may meet investing criteria for certain institutional investors and investment funds that may be prevented under their investing guidelines from otherwise investing in the Common Shares at current Common Share prices;
- (b) *Improved trading liquidity* - an increased interest from investors may ultimately improve the trading liquidity of the Common Shares; and
- (c) *Reduced price volatility* - an anticipated higher post-consolidation Common Share price could result in less volatility in the price of the Common Shares.

The Share Consolidation is subject to regulatory approval, including approval of the Exchange. As a result, the Corporation may determine that it is necessary to modify the Consolidation Ratio to ensure that the Corporation will be in compliance with the distribution requirements of the Exchange. The Board may also determine to modify the Consolidation Ratio for other reasons, such as to adjust to a higher stock price for the Common Shares or to reflect an increase in the actual or expected value of the Corporation's assets.

Risk Associated with the Share Consolidation

There can be no assurance that the market price of the Common Shares will increase as a result of the Share Consolidation. The marketability and trading liquidity of the Common Shares may not improve. The Share Consolidation may result in some shareholders owning "odd lots" of Common Shares which may be more difficult for such shareholders to sell or which may require greater transaction costs per Common Share to sell.

Consolidation Resolution

The Consolidation Resolution, substantially in the form set forth below, requires the approval of not less than two-thirds (66.67%) of the votes cast in respect thereof by the shareholders present in person or represented by proxy at the Meeting. The Board of Directors considers that the passing of the Consolidation Resolution is in the best interest of the Corporation and unanimously recommends that shareholders vote in favour of the Consolidation Resolution.

Notwithstanding the foregoing, as indicated in the text of the Consolidation Resolution, the Board of Directors may, in its sole discretion, determine that the Corporation not proceed with the Share Consolidation.

At the Meeting, shareholders will be asked to consider and, if thought appropriate, to approve a special resolution in the following form:

“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the Corporation is hereby authorized to consolidate the issued and outstanding common shares in the capital of the Corporation (“Common Shares”) on the basis of one (1) post-consolidation Common Share for every six (6) pre-consolidation Common Shares, or such other number of pre-consolidation Common Shares up to but not exceeding ten (10) pre-consolidation Common Shares for each post-consolidation Common Share as the Board of Directors, in its sole discretion, determines appropriate and subject to the approval of all applicable regulatory authorities (the “Share Consolidation”);
2. no fractional Common Shares shall be issued in connection with the Share Consolidation and, in the event a holder of Common Shares (“Shareholder”) would otherwise be entitled to receive a fractional Common Share in connection with the Share Consolidation, the number of Common Shares to be

received by such Shareholder shall be rounded down to the next whole number if that fractional Common Share is less than one half (1/2) of a Common Share, and will be rounded up to the next whole number of Common Shares if that fractional Common Share is equal to or greater than half (1/2) of a Common Share;

3. any one director or officer of the Corporation be and is hereby authorized and directed, for and on behalf of the Corporation (whether under corporate seal or otherwise), to execute and deliver articles of amendment, in duplicate, to the Registrar under the *Business Corporations Act* (Alberta) ("ABCA"), and all documents and instruments and to take such other actions as such director or officer may deem necessary or desirable to implement the foregoing special resolutions and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions;
4. upon articles of amendment having become effective in accordance with the ABCA, the articles of the Corporation are amended accordingly; and
5. notwithstanding approval of the Shareholders of the Corporation as herein provided, the Board may, in its sole discretion, revoke the special resolution before it is acted upon without further approval of the shareholders of the Corporation."

In the absence of contrary instructions, the persons named in the accompanying Form of Proxy intend to vote the Common Shares represented thereby in favour of the Consolidation Resolution. The Board of Directors recommends that you vote FOR the Consolidation Resolution.

Other Business

Management is not aware of any other business to come before the Meeting other than as set forth in the Notice. If any other business properly comes before the Meeting, it is the intention of the persons named in the form of proxy to vote the Common Shares represented thereby in accordance with their best judgement on such matter(s).

EXECUTIVE COMPENSATION AND REMUNERATION OF DIRECTORS

Compensation Discussion and Analysis

"Named Executive Officer" or "NEO" means each of the following individuals: (1) the Chief Executive Officer ("CEO"); (2) the Chief Financial Officer ("CFO"); (3) the most highly compensated executive officer other than the CEO and CFO whose total compensation at the end of the most recently completed financial year was more than \$150,000; and (4) each individual who would be a Named Executive Officer under item (3) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that financial year.

For the fiscal year ended December 31, 2018 the Corporation had two Named Executive Officers: Jan M. Alston, who is the Corporation's President and CEO, and Randal Squires, who is the Corporation's CFO.

The Corporation does not have any employment agreements with NEOs. The Board determines the compensation to be paid or awarded to the NEO of the Corporation. The Board seeks to encourage advancement of exploration projects and growth in reserves, to enhance shareholder value. To achieve these objectives, the Corporation believes it is critical to create and maintain compensation programs that attract and retain committed, highly qualified personnel by providing appropriate rewards and incentives and that align the interest of the officers of the Corporation with those of the shareholders to provide incentive to the officers to enhance shareholder value. However, as a junior exploration Corporation the Corporation is constrained by the amount of capital it has available to it. In 2017 and 2018, compensation for the CEO was based on time spent on business management, the regulatory process for public and private share offerings, pursuing financings, maintaining the Corporation's regulatory filings, investor relations and shareholder communications, Canadian Securities Exchange filing requirements, and corporate administration. Similarly, compensation for the CFO was based on time spent preparing financial statements and the requisite regulatory filings. At the time the Corporation is fully activated and becomes an operating exploration Corporation, compensation for the two NEO's will consist of four elements: base salary, bonus, long-term equity incentives and benefits. The following provides an overview of the first three elements of compensation. The Corporation compensated NEOs with grants of options to acquire Common Shares pursuant to its stock option plan (the "**Option Plan**"). The Corporation does not, as of the date of this Information Circular, offer any form of pension plan.

The Board of Directors periodically reviews the adequacy and form of compensation of NEOs and directors to ensure that the level of compensation realistically reflects the responsibilities and risks involved in being an effective director or officer with the Corporation. Compensation for the most recently completed financial year should not be considered

an indicator of expected compensation levels in future periods. All compensation is subject to and dependent on the Corporation's financial resources and prospects.

Summary Compensation Table

Table of Compensation Excluding Compensation Securities							
Name and Position	Year	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all Other Compensation	Total Compensation (\$)
Jan Alston, ⁽¹⁾ President and CEO, Director	2018	96,075 ⁽²⁾	Nil	Nil	Nil	Nil	96,075
	2017	92,100 ⁽²⁾	Nil	Nil	Nil	Nil	92,100
Randal Squires, CFO	2018	16,000	Nil	Nil	Nil	Nil	16,000
	2017	16,000	Nil	Nil	Nil	Nil	16,000
John Niedermaier, Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Bruce Murray, Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
J. David Clements, Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
William A. Knight, Director	2018	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) No compensation was paid to the named executive with respect to his services as a director.
- (2) Management fees incurred each year are to a private Corporation controlled by Jan Alston's spouse, except for \$10,000 incurred directly to Jan Alston in 2018 and 2017.
- (3) No compensation was paid by any person or Corporation to the above-named individuals on behalf of the Corporation.

Compensation Securities

As noted in the following table, no compensation securities were paid to the Corporation's NEOs and directors for the years ended December 31, 2018 and 2017.

Compensation Securities							
Name and Position	Type of compensation security	Number of compensation securities, number of underlying securities and percentage of class (\$)	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end	Expiry date
Jan M. Alston President and CEO, Director	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Randal Squires CFO	Nil	Nil	Nil	Nil	Nil	Nil	Nil
John Niedermaier Director	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Bruce Murray Director	Nil	Nil	Nil	Nil	Nil	Nil	Nil
J. David Clements Director	Nil	Nil	Nil	Nil	Nil	Nil	Nil
William A. Knight, Director	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Named executive officers and directors held options to purchase 2,700,000 shares as at December 31, 2018.
- (2) There were no options issued or cancelled in 2018 and 2017.
- (3) The options are fully vested as at December 31, 2018.
- (4) The options expire 30 days following the day the named executive officer or director ceases to act in such capacity for the Corporation.

As noted in the following table, no compensation securities were exercised by the Corporation's NEOs and directors for the years ended December 31, 2018 and 2017.

Exercise of Compensation Securities by Directors and NEOs During 2018 and 2017							
Name and Position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Jan M. Alston, CEO & Director	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Randal Squires, CFO	Nil	Nil	Nil	Nil	Nil	Nil	Nil
John Niedermaier, Director	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Bruce Murray, Director	Nil	Nil	Nil	Nil	Nil	Nil	Nil
J. David Clements, Director	Nil	Nil	Nil	Nil	Nil	Nil	Nil
William A. Knight, Director	Nil	Nil	Nil	Nil	Nil	Nil	Nil

The Stock Option Plan

The allocation of stock options and the terms designed in those options are an integral component of the compensation package of the senior officers of the Corporation. The Corporation has a stock option plan in place to provide stock options to the officers. Stock options are awarded to employees of the Corporation by the Board based upon the recommendation of the Chief Executive Officer, who bases his decision upon the level of responsibility and contribution of the individuals toward the Corporation's goal and objectives. Also, the Board considers the overall number of stock options that are outstanding relative to the number of outstanding common shares of the Corporation in determining whether to make any new grants of stock options and the size of such grants. The aggregate number of options that may be granted and outstanding at any time shall not be more than 10% of the Corporation's issued and outstanding common shares. The option price per share and vesting periods shall be determined by the Board of Directors at the time that the option is granted. The exercise prices are determined by the estimated market price on the date of the grant.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth the number of Common Shares to be issued upon exercise of outstanding options issued pursuant to equity compensation plans, the weighted average exercise price of such outstanding options and the number of Common Shares remaining available for future issuance under equity compensation plans of the Corporation as of December 31, 2018.

Plan Category	Number of Common Shares to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of Common Shares remaining available for future issuance under equity compensation plans (excluding Common Shares reflected in the first column)
Equity compensation plans approved by securityholders	3,200,000	\$0.101	426,572
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	3,200,000	\$0.101	426,572

AUDIT COMMITTEE DISCLOSURE

Audit Committee

The Corporation's Audit Committee is composed of three directors: Jan Alston, John Niedermaier and Bruce Murray. John Niedermaier and Bruce Murray are considered independent and all members of the audit committee are financially literate, as determined under National Instrument 52-110 - *Audit Committees*.

In considering the criteria for the determination of financial literacy, the Board of Directors looks at the ability to read and understand financial statements of a publicly traded corporation. For the relevant experience of each Audit Committee member, see their principal occupations for the last five years under "Election of Directors".

Further information relating to the Audit Committee can be found in the Audit Committee Terms of Reference attached hereto as Appendix I. As a Corporation listed on the CSE, the Corporation is exempt from the requirements of Parts 3

(*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of National Instrument 52-110 - *Audit Committees*, and is relying on the exception contained in section 6.1 of that instrument.

Pre-Authorization of Non-Audit Services

As of the date of this Information Circular, the Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110 - *Audit Committees*, the engagement of non-audit services is considered by the Board of Directors and the Audit Committee on a case-by-case basis.

Fees Charged by External Auditors

The following table sets out the aggregate fees billed by the Corporation's external auditors in each of the last two fiscal years for the category of fees described.

	<u>2018</u>	<u>2017</u>
Audit Fees	\$28,000	\$28,000
Audit-Related Fees	-	-
Tax Fees ⁽¹⁾	-	-
All Other Fees	-	-
Total	<u>\$28,000</u>	<u>\$28,000</u>

Notes:

(1) Fees related to preparation of income tax returns.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Corporation's Board of Directors is committed to a high standard of corporate governance practices. The Board believes that this commitment is not only in the best interest of its shareholders but also promotes effective decision making at the Board level. The Board is of the view that its approach to corporate governance is appropriate for the size of the Corporation and its present stage of development. Appendix II to this Information Circular sets forth the corporate governance disclosure required to be made by the Corporation herein pursuant to National Instrument 58-101 - *Disclosure of Corporate Governance Practices*, which disclosure is made as of the date hereof.

Additional Information

Additional information relating to the Corporation can be found on SEDAR at www.sedar.com and on the Corporation's website at www.cmxgoldandsilver.com. To obtain copies of the Corporation's financial statements and MD&A, please contact the Corporation toll-free at 1-855-228-9589 or by email to lossie@cmxgoldandsilver.com.

The financial information is provided in the Corporation's comparative consolidated financial statements and MD&A for its two most recently completed financial years.

Appendix I
to Notice of Meeting and Information Circular of
CMX Gold & Silver Corp.

AUDIT COMMITTEE TERMS OF REFERENCE

The Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of CMX Gold & Silver Corp. (the "**Corporation**") shall have the oversight responsibility, authority and specific duties described below.

Composition

The Committee will be comprised of a minimum three directors as determined by the Board. Each Committee member shall, to the extent possible, satisfy the independence, financial literacy and experience requirements of applicable securities laws and rules, and stock exchange requirements or other regulatory rules. Determinations as to whether a director satisfies the requirements for membership on the Committee shall be made by the full Board.

Members of the Committee shall be appointed by the Board. Each member shall serve until his or her successor is appointed, unless he or she shall resign or be removed by the Board or he or she shall otherwise cease to be a director of the Corporation. The Board shall fill any vacancy if the membership of the Committee is less than two directors.

The Chair of the Committee may be designated by the Board or, if it does not do so, the members of the Committee may elect a Chair by vote of a majority of the full Committee membership.

Communication, Authority to Engage Advisors and Expenses

The Committee shall have access to such officers and employees of the Corporation, the Corporation's external auditor and to such information respecting the Corporation, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

The Committee provides an avenue for communication, particularly for outside directors, with the external auditor, on the one hand, and senior management and the Board, on the other hand. The external auditor shall have a direct line of communication to the Committee through its Chair and shall report directly to the Committee. The Committee, through its Chair, may contact directly any employee of the Corporation, and any employee may bring before the Committee, on a confidential basis, any matter involving the Corporation's financial practices or transactions.

The Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set the compensation for any such counsel and advisors. Any engagement of independent counsel or other advisors is to be at the Corporation's expense.

The Corporation shall be responsible for all expenses of the Committee that are deemed necessary or appropriate by the Committee in carrying out its duties.

Meetings and Record Keeping

Meetings of the Committee shall be conducted as follows:

- A. the Committee shall meet at least four times annually at such times and at such locations as the Chair of the Committee shall determine, provided that meetings shall be scheduled so as to permit timely review of the quarterly and annual financial statements and reports. The external auditor or any two members of the Committee may also request a meeting of the Committee;
- B. the quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or by other telecommunication device that permits all persons participating in the meeting to hear each other;
- C. if the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee who is present at the meeting shall be chosen by the Committee to preside at the meeting;
- D. the Chair shall, in consultation with the President and Chief Executive Officer and management and in consultation with the auditor, establish the agenda for the meetings and instruct management to ensure that properly prepared agenda materials are circulated to the Committee;
- E. every question at a Committee meeting shall, if necessary, be decided by a majority of the votes cast;
- F. the President and Chief Executive Officer and the Chief Financial Officer shall be available to advise the Committee, shall receive notice of meetings and may attend meetings of the Committee at the invitation of the Chair of the Committee. Other management representatives may be invited to attend as necessary; and
- G. the Corporate Secretary or, in the absence of the Corporate Secretary, a Committee member or any other person selected by the Committee, shall act as secretary for the purpose of recording the minutes of each meeting.

The Committee shall provide the Board with a summary of all meetings together with a copy of the minutes from such meetings. Where minutes have not yet been prepared, the Chair shall provide the Board with oral reports on the activities of the Committee. All information reviewed and discussed by the Committee at any meeting shall be referred to in the minutes and made available for examination by the Board upon request to the Chair.

Responsibilities

The Committee is part of the Board. Its primary functions are to assist the Board in fulfilling its oversight responsibilities with respect to: (i) the oversight, review and approval of the financial statements and the accounting and financial reporting processes of the Corporation; (ii) the assessment of the system of internal controls that management has established; and (iii) the external audit process. In addition, the Committee shall

assist the Board, as requested, in fulfilling its oversight responsibilities with respect to (i) financial policies and strategies; (ii) financial risk management practices; and (iii) transactions or circumstances which could materially affect the financial profile of the Corporation.

The Committee shall be directly responsible, in its capacity as a committee of the Board, for recommending the external auditor, approving the compensation and retention of the external auditor and overseeing the work of the external auditor and the relationship of the external auditor with the Corporation (including the resolution of disagreements between management and the external auditor regarding financial reporting).

The Committee should have a clear understanding with the independent auditor that they must maintain an open and transparent relationship with the Committee, and that the ultimate accountability of the independent auditor is to the shareholders of the Corporation.

Specific Duties

A. Relationship with External Auditor

The Committee shall:

1. consider and make a recommendation to the Board as to the appointment or re-appointment of the external auditor;
2. consider and make a recommendation to the Board as to the compensation of the external auditor which is to be paid by the Corporation;
3. oversee the work of the external auditor in performing their audit or review services, and oversee the resolution of any disagreements between management of the Corporation and the external auditor;
4. review and discuss with the external auditor all significant relationships that the external auditor and its affiliates have with the Corporation and its affiliates in order to determine the external auditor's independence, including, without limitation:
 - (a) requesting, receiving and reviewing, on a periodic basis, a formal written statement from the external auditor delineating all relationships that may reasonably be thought to bear on the independence of the external auditor with respect to the Corporation;
 - (b) discussing with the external auditor any disclosed relationships or services that may impact the objectivity and independence of the external auditor; and
 - (c) recommending that the Board take appropriate action in response to the external auditor's report to satisfy itself of the external auditor's independence;
5. review and discuss the audit plan of the external auditor with the external auditor, including the staffing thereof, prior to the commencement of the audit;
6. as may be required by applicable securities laws, rules and guidelines, either:
 - (a) pre-approve all non-audit services to be provided by the external auditor to the Corporation (and its subsidiaries, if any), or, in the case of de minimis non-audit services, approve such non-audit services prior to the completion of the audit; or
 - (b) adopt specific policies and procedures for the engagement of the external auditor for the purposes of the provision of non-audit services; and
7. review and approve the hiring policies of the Corporation regarding partners and employees and former partners and employees of the present and former external auditor of the Corporation.

B. Financial Statements and Financial Reporting

The Committee shall:

1. review with management and the external auditor, and recommend to the Board for approval, the annual financial statements of the Corporation and related financial reporting, including management's discussion and analysis and earnings press releases. In particular, the Committee's review of such financial statements should include, but not be limited to:
 - (a) reviewing changes in accounting principles, or in their application, which may have a material effect on the current or future years' financial statements;
 - (b) reviewing significant accruals, reserves or other estimates;
 - (c) reviewing the accounting treatment of unusual or non-recurring transactions; and
 - (d) reviewing disclosure requirements for commitments and contingencies;
2. upon completion of each audit, review with the external auditor the results of such audit. This process should include but not be limited to:
 - (a) reviewing the scope and quality of the audit work performed;
 - (b) reviewing the capability of the Corporation's financial personnel;
 - (c) reviewing the co-operation received from the Corporation's financial personnel during the audit;
 - (d) reviewing the internal resources used;
 - (e) reviewing significant transactions outside of the normal business of the Corporation; and
 - (f) reviewing significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems;

3. review with management, and recommend to the Board for approval, the interim financial statements of the Corporation and related financial reporting, including management's discussion and analysis and earnings press releases;
4. review with management and recommend to the Board for approval, any financial statements of the Corporation which have not previously been approved by the Board and which are to be included in a prospectus or other public disclosure document of the Corporation;
5. consider and be satisfied that adequate policies and procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements (other than public disclosure referred to in clauses B.1 and B.3 above), and periodically assess the adequacy of such procedures;
6. review with management, the external auditor and, if necessary, legal counsel, any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Corporation, and the manner in which these matters may be, or have been, disclosed in the financial statements; and
7. review accounting, tax, legal and financial aspects of the operations of the Corporation as the Committee considers appropriate.

C. Internal Controls

The Committee shall review with management and the external auditor, the adequacy and effectiveness of the internal control and management information systems and procedures of the Corporation (with particular attention given to accounting, financial statements and financial reporting matters) and determine whether the Corporation is in compliance with applicable legal and regulatory requirements and with the Corporation's policies.

D. Financial Risk Management

The Committee may, if requested:

1. review the appropriateness and effectiveness of the Corporation's policies and business practices which impact on the financial integrity of the Corporation, including those relating to insurance, accounting, management reporting and risk management;
2. review with management and the external auditor their assessment of the significant financial risks and exposures of the Corporation and discuss with management the steps which the Corporation has taken to monitor and control such exposures;
3. review current and expected future compliance with covenants under any financing agreements;
4. review the activities of the Corporation's marketing group and the financial risks arising from such activities;
5. review the insurance program including coverage for such things as business interruption, general liabilities, and directors and officers liability;
6. review any other significant financial exposures including such things as tax audits, government audits or any other activities that expose the Corporation to the risk of a material financial loss;
7. report the results of such reviews to the Board for the purpose of assisting the Board in identifying the principal business risks associated with the businesses of the Corporation; and
8. review the appropriateness of the policies and procedures used in the preparation of the Corporation's financial statements and other required disclosure documents, and consider recommendations for any material change to such policies.

E. Corporate Governance

The Committee may, if requested:

1. review the appropriateness and effectiveness of the Corporation's policies and business practices which impact on the financial integrity of the Corporation, including those relating to insurance, accounting, management reporting and risk management; and
2. review with management and the external auditor their assessment of the significant financial risks and exposures of the Corporation and discuss with management the steps which the Corporation has taken to monitor and control such exposures.

F. Procedure for Complaints and Employee Submissions

The Committee shall establish procedures for: (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

Approval

This Audit Committee Terms of Reference has been approved and adopted by the Board effective July 12, 2019.

Appendix II
to Notice of Meeting and Information Circular of
CMX Gold & Silver Corp.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Disclosure Requirement	Our Corporate Governance Practices
1. Board of Directors	
(a) Disclose the identity of proposed directors who are independent.	Bruce Murray, John Niedermaier, J. David Clements, and William A. Knight are independent as that term is defined in section 1.4 of Multilateral Instrument 52-110 <i>Audit Committees</i> ("MI 52-110").
(b) Disclose the identity of directors who are not independent and describe the basis for that determination.	Jan Alston is not independent as he is an officer of the Corporation.
2. Directorships	
(a) If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	The directors are also directors or trustees of the reporting issuers set out by their respective names below: John Niedermaier – Marksman Energy Inc.
(b) Describe what steps, if any, the board takes to orient new board members and describe any measures the board takes to provide continuing education for directors	New directors will be made aware of the nature and operation of the business of the Corporation through interviews with other board members and management during which they are briefed on the Corporation and its current business issues. Information on courses pertaining to corporate governance is circulated to Board members who are encouraged to attend.
3. Ethical Business Conduct	
(a) Describe what steps, if any, the board takes to promote a culture of ethical business conduct.	The Board promotes a culture of ethical business - conducted by a regular oversight of the Corporation's business. Ensures that all directors, officers, employees and consultants are persons of high ethical standards.
	Directors must disclose all interests and relationships of which the director is aware which may give rise to a conflict of interest. Directors are also required to disclose any actual or potential personal interest in a matter on which the Board is making a decision and withdraw from the deliberations.
4. Nomination of Directors	
(a) Describe what steps, if any, are taken to identify new candidates for board nominations including:	The members of the Board share responsibility for proposing new nominees for the Board.
(i) who identifies new candidates; and	
(ii) the process of identifying new candidates.	
5. Compensation	
(a) Describe what steps, if any, are taken to determine the compensation for the issuer's directors and CEO, including:	The board periodically reviews the adequacy and form of compensation of directors to ensure that the level of compensation realistically reflects the responsibilities and risks involved in being an effective director.
(i) who determines compensation; and	
(ii) the process of determining compensation.	The non-management directors on the Board set the annual salary, bonus and other benefits, direct and indirect, of the CEO and approves the compensation for all other designated officers after considering the recommendations of the CEO.
6. Other Board Committees	
(a) If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.	Given the small number of directors, the Board does not have any other committees other than the audit committee.
7. Assessments	
(a) Disclose what steps, if any, that the board takes to satisfy itself that the board, its committees, and its individual directors are performing effectively.	The Board conducts an annual review of its effectiveness as well as the effectiveness and contribution of each Board committee and each individual director.