

# 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 15<sup>th</sup> 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](http://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 12<sup>th</sup> day of July, 2019.

**ON BEHALF OF THE BOARD OF DIRECTORS**

*"Jan M. Alston"*

President and Chief Executive Officer