

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders of common shares (the “**shareholders**”) of Eco Oro Minerals Corp. (the “**Company**”) will be held at the offices of Norton Rose Fulbright Canada LLP, located at 510 West Georgia Street, Suite 1800, Vancouver, British Columbia, V6B 0M3, on Tuesday, April 25, 2017 at 10:00 a.m. (Vancouver time), for the following purposes:

1. to receive the financial statements of the Company for the fiscal year ended December 31, 2016, together with the report of the auditors thereon;
2. to set the number of directors at six (6);
3. to elect directors;
4. to appoint auditors;
5. to consider and, if deemed appropriate, to pass an ordinary resolution approving the unallocated options to purchase common shares of the Company under the Amended and Restated Incentive Share Option Plan of the Company; and
6. to transact such further or other business as may properly come before the meeting or any adjournment or postponement thereof.

The accompanying management information circular dated March 27, 2017 (the “**Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and forms part of this Notice of the Meeting.

The board of directors (the “**Board of Directors**”) has fixed March 24, 2017 as the record date for the Meeting (the “**Record Date**”). Only shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment or postponement thereof.

Your vote is important regardless of the number of common shares of the Company you own. Please vote today using only the GREEN proxy.

All proxies must be received by 10:00 a.m. (Vancouver time) on April 21, 2017 and, if the Meeting is adjourned or postponed, no later than 10:00 a.m. (Vancouver time) on the date (excluding Saturdays, Sundays and holidays) that is 48 hours preceding the date of an adjourned or postponed Meeting.

Late proxies may be accepted or rejected by the Chair of the Meeting at his or her discretion and the Chair of the Meeting is under no obligation to accept or reject any particular late proxy. The Chair of the Meeting may waive or extend the proxy cut-off without notice.

If you have any questions or need assistance to vote, please contact the Company's proxy solicitation agent, D.F. King Canada by telephone at 1-800-240-2133 or by collect call outside North America at 1-201-806-7301 or by email at inquiries@dfking.com.

DATED at Vancouver, British Columbia, this 27th day of March, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “*Mark Moseley-Williams*”

Mark Moseley-Williams
President & Chief Executive Officer

If you are a non-registered shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the meeting.