

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 Royal Bank Plaza, South Tower, Suite 3800, 200 Bay Street, Toronto, Ontario M5J 2Z4, on Tuesday, October 10, 2017 at 10:00 a.m. (Toronto 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 five (5);
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;
6. to consider, pursuant to an Interim Order of the Supreme Court of British Columbia dated September 12, 2017 and, if deemed appropriate, to pass, with or without variation, a special resolution, the full text of which is set forth in Appendix “A” to the accompanying information circular dated September 12, 2017 (the “**Circular**”), to approve a plan of arrangement pursuant to Division 5 Part 9 of the *Business Corporations Act* (British Columbia);
7. to consider, and if deemed appropriate, to pass an ordinary resolution approving the amendment of the investment agreement between the Company and Trexs Investments, LLC dated July 21, 2016 and the amendment of the security sharing agreement among PFR Gold Master Fund Ltd., Amber Latin America LLC, Trexs Investments, LLC, Anna Stylianides and Manas Dichow dated November 9, 2016;
8. to consider, and if deemed appropriate, to pass an ordinary resolution approving the amendment of the management incentive plan of the Company dated January 13, 2017; and
9. to transact such further or other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The accompanying 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 of the Company has fixed August 11, 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(s) or postponement(s) thereof.

All proxies must be received by 10:00 a.m. (Toronto time) on October 5, 2017 and, if the Meeting is adjourned or postponed, no later than 10:00 a.m. (Toronto time) on the date (excluding Saturdays, Sundays and holidays) that is 48 hours preceding the time of an adjourned or postponed Meeting.

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

Whether or not you are able to attend the Meeting in person, you are encouraged to provide voting instructions in accordance with the instructions on the enclosed form of proxy or voting instruction form (a "VIF") provided to you by your broker, investment dealer or other intermediary as soon as possible. To be included at the Meeting, your voting instructions must be received by Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, by telephone, internet or fax by 10:00 a.m. (Toronto time) on Thursday, October 5, 2017 (or if the Meeting is postponed or adjourned, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the postponed or adjourned Meeting). Please note, if you received a VIF, you hold your common shares through a broker, investment dealer or other intermediary and consequently must provide your instructions to your broker, investment dealer or other intermediary as specified in the VIF and by the deadline set out therein (which may be an earlier time than set out above).

If you have any questions or need assistance to vote, please contact the Company's strategic shareholder advisor, proxy solicitation and information agent, Kingsdale Advisors by telephone at 1-866-851-2484 or by collect call outside North America at 1-416-867-2272 or by email at contactus@kingsdaleadvisors.com.

DATED at Vancouver, British Columbia, this 12th day of September, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) *"Paul Robertson"*

Paul Robertson,
Chief Executive Officer (Interim)

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.