

**ROSITA MINING CORPORATION**  
**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that Rosita Mining Corporation (the “**Corporation**”) will hold its annual and special meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) at 120 Adelaide St. W., Suite 2400, Toronto, Ontario, Canada, on Monday, December 12, 2016 at 10:00 am (Eastern Standard Time) for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the year ended December 31, 2015, and the auditor’s report on those statements;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint the auditors of the Corporation and authorize the directors to fix the auditors’ remuneration;
4. to consider, and if deemed advisable, to pass (with or without variation) an ordinary resolution confirming the Corporation’s stock option plan; and
5. to transact any other business properly brought before the Meeting.

An “**ordinary resolution**” is a resolution passed by a least a majority of the votes cast by the Shareholders who voted in respect of that resolution at the Meeting.

A detailed description of the matters to be acted upon at the Meeting is set forth in the accompanying Information Circular.

The Corporation has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 (“Notice-and-Access Provisions”) of the Canadian Securities Administrators for this Meeting. Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to shareholders of the Corporation by allowing the Corporation to post the Circular and any additional materials online. Shareholders will still receive this Notice of Meeting and a form of proxy and may choose to receive a hard copy of the Circular. The Corporation will not use procedures known as ‘stratification’ in relation to the use of Notice-and-Access Provisions.

Please review the Circular carefully and in full prior to voting in relation to the matters set out above as the Circular has been prepared to help you make an informed decision on such matters. The Circular is available on the website of the Corporation at <http://noticeinsite.tsxtrust.com/RositaMiningASM2016> and under the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com). Any Shareholder who wishes to receive a paper copy of the Circular, should contact the Corporation's transfer agent, TSX Trust Company at Suite 300, 200 University Avenue, Toronto, Ontario, M5H 4H1, Fax: (416) 595-9593, Toll-free: 1-866-393-4891.

This notice of annual and special meeting is accompanied by the Information Circular and either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders (the “**Proxy**”). Copies of these materials may also be obtained at the following office: Rosita Mining Corporation, 120 Adelaide Street West, Suite 2400, Toronto, Ontario, Canada, M5H 1T1, or will be sent to a Shareholder without charge upon request by calling 416.637.3523.

**Registered Shareholders who are unable to attend the Meeting in person are asked to complete, sign, date and return the enclosed Proxy in accordance with the instructions set out in the Proxy and in the Information Circular accompanying this notice of meeting.**

The board of directors of the Corporation has fixed the close of business on Monday, October 31, 2016, as the record date for the determination of the registered Shareholders entitled to receive notice of and to vote at, the Meeting and any adjournment(s) or postponement(s) thereof.

**DATED** the 31<sup>st</sup> day of October, 2016.

By Order of the Board of Directors

*(Signed) "John Cook"*

President & CEO