

MEZZOTIN MINERALS INC.

Suite 1600, 150 York Street
Toronto, Ontario M5H 3S5

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting of the shareholders of Mezzotin Minerals Inc. (the "Corporation") will be held at 181 University Avenue, Suite 800, Toronto, Ontario on Monday, the 25th day of June, 2018, at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the year ended December 31, 2017, together with the report of the auditors thereon;
2. to elect directors;
3. to appoint auditors and to authorize the directors to fix their remuneration;
4. to consider and, if thought fit, pass with or without variation, an ordinary resolution of shareholders ratifying the 10% "rolling" stock option plan of the Corporation;
5. to consider and, if thought fit, pass with or without variation, an ordinary resolution (the "Sabi Star Sale Resolution") approving the sale of the Corporation's indirectly owned Sabi Star rare earth property located in Zimbabwe to a subsidiary of Max Mind Investment Limited, which will constitute the sale of substantially all of the assets of the Corporation, as more particularly described in the accompanying management information circular;
6. if the Sabi Star Sale Resolution is approved, to consider and, if thought fit, pass with or without variation, a special resolution authorizing an amendment of the articles of the Corporation providing for a change of name of the Corporation to such name as shall be acceptable to the directors and applicable regulatory authorities, as more particularly described in the accompanying management information circular;
7. if the Sabi Star Sale Resolution is approved, to consider and, if thought fit, pass with or without variation, a special resolution authorizing an amendment of the articles of the Corporation providing for the consolidation of the issued and outstanding common shares of the Corporation on the basis of a ratio of one (1) post-consolidated common share for up to every five hundred (500) pre-consolidated common shares, either through a single consolidation or a series of consolidations and share splits having the same effect, with the actual consolidation basis to be determined by the directors, as more particularly described in the accompanying management information circular; and
8. to transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

Shareholders are referred to the management information circular for more detailed information with respect to the matters to be considered at the meeting and for the full text of the resolutions.

A special resolution must be passed by not less than two-thirds of the votes cast by shareholders who vote in respect of the resolution. An ordinary resolution must be passed by not less than 50% of the votes cast by shareholders who vote in respect of the resolution.

Shareholders who are unable to attend the meeting in person are requested to complete, date, sign and return the enclosed form of proxy or voting instruction form ("VIF") so that as large a representation as possible may be had at the meeting. To be valid, proxies must be received by the Corporation's transfer agent, TSX Trust Company, 300 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1 not later than 48 hours

(excluding Saturdays and holidays) before the time of holding the meeting or adjournment thereof. Non-registered shareholders must deliver their completed proxy or VIF in accordance with the instructions given by their financial institution or other intermediary that forwarded it to them.

Registered shareholders who validly dissent in respect of the proposed Sabi Star Sale Resolution will be entitled to be paid the fair value of their common shares in accordance with section 185 of the *Business Corporations Act* (Ontario). The dissent rights are described in the management information circular. Failure to strictly comply with the requirements set forth in section 185 of the *Business Corporations Act* (Ontario) may result in the loss of any dissent right.

DATED at Toronto, Ontario this 11th day of May, 2018.

BY ORDER OF THE BOARD

(signed) "Lawrence Schreiner"

Lawrence Schreiner
Chief Financial Officer

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.