



Josephine Mining Corp

JOSEPHINE MINING CORP.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD AT ON JUNE 25, 2019 (MST)

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares ("**Common Shares**") of Josephine Mining Corp. (the "**Company**") will be held at the offices of Dentons Canada LLP, 15th Floor Bankers Court, 850 – 2 Street SW, Calgary, Alberta, on June 25, 2019 at 10:00 a.m. (Mountain Standard time) for the following purposes:

1. to receive the audited financial statements of the Company as at and for the year ended December 31, 2018 together with the report of the auditors thereon;
2. to fix the number of directors of the Company to be elected at the Meeting at four;
3. to elect the directors of the Company for the ensuing year;
4. to appoint the auditors of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the Company's stock option plan for the ensuing year, as further described in the management information circular accompanying this notice;
6. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to alter and amend the Articles of the Company, as more particularly set out in the section of the management information circular entitled "Amendment to Articles";
7. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The accompanying management information circular provides additional information relating to the matters to be dealt with at the Meeting.

Only Shareholders of record as at 4:30 p.m. (MST) on May 21, 2019 (the "**Record Date**") will be entitled to vote at the Meeting, unless that Shareholder has transferred any Common Shares subsequent to that date and the transferee Shareholder, not later than 10 days before the Meeting, establishes ownership of the Common Shares and demands that the transferee's name be included on the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting. To ensure that there is no risk that any of the Common Shares will be voted twice, the transferee must provide written evidence to the Company including, without limitation, providing properly endorsed certificates evidencing the transfer of such Common Shares or having otherwise established ownership of such Common Shares, written evidence of the identification of the relevant transferor and written evidence that the relevant transferor has not exercised and will not exercise their right to vote either by proxy or in person at the Meeting. The Company may refuse the demand by a transferee to be included in the list of Shareholders entitled to vote at the Meeting if the transferee cannot demonstrate to the Company with sufficient certainty that the relevant Common Shares have not already been voted by proxy or will be voted by the relevant transferor at the Meeting.

Shareholders who are unable to be present at the Meeting, are requested to date and sign the enclosed form of proxy and return it to Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Canada, in the enclosed envelope provided for that purpose, so that it is received no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the time of the Meeting or any adjournment thereof. Registered shareholders may submit their voting instructions online at www.investorvote.com or by phone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America). Beneficial shareholders may submit their voting instructions online at www.investorvote.com or by phone at 1-866-734-VOTE (8683) (toll free within North America) or 1-312-588-4291 (outside North America). Shareholders are cautioned that the use of mail to transmit proxies is at each Shareholder's risk.

In order to be valid, your proxy or voting instructions must be received in each case no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or any adjournment thereof.

DATED at Vancouver, British Columbia, as of the 10th day of May, 2019.

BY ORDER OF THE BOARD

Signed: *"Richard Buzbuzian"*

Richard Buzbuzian
Director, President, Chief Executive
Officer and Chief Financial Officer