
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD **JUNE 18, 2020**

NOTICE IS HEREBY GIVEN that the **Annual and Special Meeting** (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of IMC International Mining Corp. (the “**Company**”) will be held at **Suite 2710, 200 Granville Street, Vancouver, British Columbia, Canada, on Thursday, June 18, 2020, at 10:00 a.m., Pacific Time**, for the following purposes:

1. To receive and consider the audited financial statements of the Company for the period from incorporation on August 30, 2018, to December 31, 2018, and for the financial year ended December 31, 2019, together with the auditor’s reports thereon;
2. To fix the number of directors for the ensuing year at four (4) members;
3. To elect directors of the Company to hold office for the ensuing year;
4. To appoint D&H Group LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
5. To consider and, if deemed appropriate, to pass an ordinary resolution to ratify, confirm and approve the existing equity incentive plan of the Company, as more particularly described in the accompanying management information circular; and
6. To transact such other business as may properly be transacted at the Meeting or any adjournment thereof.

The accompanying management information circular (the “**Information Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice is a (i) form of proxy or voting instruction form, and (ii) financial statements request form.

The Company currently intends to hold the Meeting in person at its offices located at Suite 2710, 200 Granville Street, Vancouver, British Columbia, Canada, on Thursday, June 18, 2020, at 10:00 a.m., Pacific Time. However, in view of the current and rapidly evolving COVID-19 pandemic, the Company asks that, in considering whether to attend the Meeting in person, Shareholders consider the advice of the Public Health Agency of Canada (PHAC) (<https://www.canada.ca/en/public-health.html>), the Government of British Columbia (<https://www2.gov.bc.ca/gov/content/home>), and the City of Vancouver (<https://vancouver.ca/default.aspx>). Access to the Meeting may be limited to essential personnel and registered Shareholders and proxyholders entitled to attend and vote at the Meeting. Depending upon the status of the outbreak at the time, the Company encourages Shareholders and proxyholders not to attend the meeting in person, particularly if they are experiencing any of the described COVID-19 symptoms. The Company encourages Shareholders to vote their Shares prior to the Meeting following the instructions set out in the form of proxy or voting instruction form received by such Shareholders. The Company may take additional precautionary measures in relation to the Meeting in response to further developments with the COVID-19 pandemic. In the event it is not possible to hold the Meeting in person, the Company will announce alternative arrangements for the Meeting as promptly as practicable, which may include holding the Meeting entirely by electronic means, telephone or other communication facilities.

The board of directors of the Company has fixed the close of business on April 30, 2020, as the record date for the determination of the Shareholders entitled to receive notice of, and to vote at, the Meeting. Only Shareholders whose names have been entered in the register of shareholders as at the close of business on April 30, 2020, will be entitled to receive notice of, and to vote at, the Meeting. Shareholders are entitled to vote at the Meeting either in person or by proxy, as described in the Information Circular under the heading “Section 2 – Proxies and Voting Rights”. Only registered Shareholders, or the persons appointed as their proxies, are entitled to vote at the Meeting. For information with respect to Shareholders who own their Shares through an intermediary, see “Section 2 – Proxies and Voting Rights -Advice to Beneficial Shareholders” in the Information Circular.

Whether or not you are able to attend the Meeting in person, you are encouraged to provide voting instructions on the enclosed form of proxy as soon as possible. For your vote to count, you must send your proxy to the Company’s transfer agent by either using the envelope provided or by mailing the proxy to Odyssey Trust Company, Proxy Department, Suite 323, 409 Granville Street, Vancouver, British Columbia, Canada V6C 1T2. You may also vote by email at proxy@odysseytrust.com, Attention: Proxy Department, or vote your proxy online by visiting <http://odysseytrust.com/Transfer-Agent/Login> and following the instructions. You will need your 12-digit control number located on the form of proxy. The Company’s transfer agent, Odyssey Trust Company, must receive your proxy no later than June 16, 2020, at 10:00 a.m., Pacific Time, or, if the Meeting is adjourned or postponed, no later than 48 hours (excluding Saturdays, Sundays and holidays in the Province of British Columbia) before any adjourned or postponed Meeting.

If you are a non-registered Shareholder (for example, if you hold Shares in an account with a broker or another intermediary), you should follow the voting procedures described in the form of proxy or voting instruction form provided by your broker or intermediary or call your broker or intermediary for information as to how you can vote your Shares. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for their clients. Therefore, each non-registered Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting. Note that the deadlines set by your broker or intermediary for submitting your form of proxy or voting instruction form may be earlier than the dates described above. Shareholders should follow the instructions on the forms they receive and if they have any questions contact their intermediaries or Odyssey Trust Company, the Company’s transfer agent, toll free within North America at 1-888-290-1175, at 1-587-885-0960 outside of North America or by e-mail at proxy@odysseytrust.com.

DATED at Vancouver, British Columbia, this 30th day of April, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

“Brian Thurston”
Brian Thurston
Chief Executive Officer