



January 12, 2022

Dear Fellow Shareholder,

Makara Mining Corp.'s ("**Makara**" or the "**Company**") has called a special general meeting of shareholders on February 8, 2022 (the "**Meeting**"). Your participation in this meeting will determine the future of your investment at a critical moment for the Company.

The Meeting has been called in response to a requisition made by a registered shareholder of the Company, Noel Querido ("**Querido**"). Mr. Querido, a shareholder who to the knowledge of the board holds 2,265,000 common shares, is seeking to seize control of the Company by removing a majority of the existing directors, including director and CEO Grant Hendrickson, director and CFO Andrew H. von Kursell, and directors Hugh Maddin, and Uranbileg (Urnaa) Yondon, and electing one new nominee director.

Management strongly believes that a bright future for Makara can be achieved under the qualified and experienced leadership of the following existing directors, who have a proven operating track record of in mineral exploration and development:

1. **Grant Hendrickson, P.Geo., Chief Executive Officer and Director**

- Mr. Hendrickson brings vast experience and knowledge as a mining professional for over three decades.
- Mr. Hendrickson is a professional geologist and member of the Professional Engineers and Geoscientists of British Columbia.
- Mr. Hendrickson has extensive experience working with mining companies globally, including working as Chief Geophysicist at Ivanhoe Mines Mongolia, where he was responsible for instrumentation development, survey, design, and project management in relation to the world class Oyu Tolgoi copper gold deposit.
- Mr. Hendrickson is the owner of Delta Geoscience Ltd. where he provides consulting and geological/geophysical survey work to the international mineral exploration community.
- Mr. Hendrickson is a director of Azucar Minerals Ltd., where he provides technical advice on the exploration and drilling program at El Cobra copper gold deposit.
- Mr. Hendrickson has extensive experience in exploration and drilling of porphyry copper and gold deposits.

2. **Andrew H. von Kursell, P.Eng., Chief Financial Officer and Director**

- Mr. von Kursell brings a wealth of operations experience in the initiation, negotiation, planning, and operation of major projects domestically and abroad.

- Mr. von Kursell has acted as a director for Copper Belt Resources and Inspiration Mining Corp. He was VP of Yukon Operations for Cyprus Anvil Mining, where he was responsible for the entire operation of the open pit mine and the operation of the underground coal mine at Carmacks, Yukon.
- Mr. von Kursell is currently a director of Mineral Hill Industries Ltd. and for the reporting issuer Eelleet Network Corp., though the shares of Eelleet are not yet listed.
- Mr. von Kursell is a member in good standing of the Professional Engineers and Geoscientists of British Columbia and of the Ontario Society of Professional Engineers. He is also a Life member of Engineers Nova Scotia and a retired member of the Association of Professional Engineers Yukon.

3. **Hugh Maddin, Director**

- Mr. Maddin has acted as a director of several publicly listed companies, including Doubleview Gold Corp., Mineral Hill Industries Ltd., Nass Valley Gateway Ltd., Karoo Exploration Corp., Magnum Goldcorp Inc. and International Bethlehem Mining Corp.
- Mr. Maddin has been the CEO of significant private companies with substantial holdings of mineral tenures in British Columbia.
- Mr. Maddin brings vast experience in corporate, commercial, mining finance, venture capital, real estate and mining projects.

4. **Uranbileg (Urnaa) Yondon, Director**

- Ms. Yondon is a Professional Geoscientist with over 10 years of professional experience working as an exploration Geophysicist and in Project Management in Canada, Asia and Australia.
- Ms. Yondon worked with deep mineral exploration techniques gained from exploration work on the massive Oyu-Tolgoi (OT) Copper-Gold mineral deposits in Mongolia as well as geophysical and geological combined field experience on the Cadia Copper-Gold deposit, NSW, Australia.
- Ms. Yondon is an MBA candidate of University of Victoria, Canada to enhance her business knowledge in addition to her technical background. Mrs. Yondon is also a candidate for Colorado School of Mines, Mineral Exploration Master's Degree to further sharpen her Mineral Exploration skills.

Under the leadership of Mr. Hendrickson and Mr. von Kursell, the Company:

- Raised nearly \$3 million for the development of mineral projects and general corporate purposes.
- Secured options to acquire the Rude Creek and Idaho Creek Properties, and holds the Win Claims (the "**Yukon Properties**") at which the Company is targeting a gold deposit with similarities to the Coffee deposit, and a gold-copper porphyry system similar to that found at the nearby Casino deposit.
- The Yukon Properties are adjacent to Western Copper and Gold Corp.'s Casino project, which is the subject of a May 2021 Preliminary Economic Assessment financed by Rio Tinto Canada.
- Developed plans for the drilling of 3,000 metres of core drilling, 1,000 metres of RC drilling, plus further detailed geophysical, geological and geochemical surveys to define more drill projects.
- Is actively engaged in discussions for additional financing for further drilling on the Yukon Properties.

In contrast, Mr. Querido has presented no plan for the future advancement of the Company and has not presented any candidates to replace Messrs. Hendrickson and von Kursell as officers of the Company. Mr. Querido is acting jointly and in concert with two directors, Jatinder (Jay) Dhaliwal and Gucharn (Charn) Deol, who each joined the Board last summer and who each have nominal or no investment in the Company. Neither Mr. Dhaliwal nor Mr. Deol have brought any new assets or funds to the Company.

Mr. Dhaliwal, a director of the Company who has joined the Requisition, claims that management "...have failed to act in the best interests of the Company and are driving the Company into insolvency...by rejecting the only available financing option." Management rejects Mr. Dhaliwal's slanderous statements on the following grounds:

- **Mr. Dhaliwal's assertions regarding protecting shareholders against dilution are entirely disingenuous.** His proposed financing option was to issue discounted stock to his unidentified supporters through a highly dilutive placement. It was only after the Board rejected his proposal that Mr. Dhaliwal sought to remove members of the Board through a shareholder requisition.
- **Mr. Dhaliwal's assertions regarding the Company's solvency are false.** Through confidential corporate information, Mr. Dhaliwal was aware at the time that the Company had taken steps to address all of its outstanding indebtedness, extend its financial obligations, and secure funding for its immediate needs. Part of the debt settlement, which puts the Company forward with a clean balance sheet, was to members of management who provided the Company with an interim loan facility to meet corporate requirements as the Company sought alternative sources of funding. Mr. Dhaliwal however has made no investment in the Company.
- **Mr. Dhaliwal has publicly announced his threat to stop any other financing by the Company.** Irrespective of the price that the Company may be able to obtain for its shares, Mr. Dhaliwal has made it clear that he will oppose, by application to the CSE, any financing the Company may seek, irrespective of the damage that it may cause to the Company, its business or the shareholders of the Company. His irresponsible statements have stymied management's attempts to seek financing to maintain the Company's property interests.

By voting **AGAINST** the Querido Resolutions, Mr. Hendrickson, Mr. von Kursell, Mr. Maddin and Ms. Yondon, will continue as directors of the Company, as will Mr. Dhaliwal and Mr. Deol.

VOTE YOUR PROXY

To protect your investment, shareholders are encouraged to vote **AGAINST** the resolution to remove Mr. Hendrickson, Mr. von Kursell, Mr. Maddin and Ms. Yondon; **AGAINST** the resolution to reduce the number of directors to three; and **AGAINST** the resolution to elect Mr. Greenway as a director. The deadline to submit your proxy is 10:00 a.m. (Vancouver time) on February 4, 2022.

If you have already voted using another proxy, you may vote again using the enclosed form of Proxy. Only the Proxy bearing the later date will count as it supersedes any previously given proxy.

Sincerely,

"Grant Hendrickson"

Grant Hendrickson
Chief Executive Officer