



## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an Annual and Special Meeting (the “**Meeting**”) of shareholders of Silver Eagle Mines Inc. (the “**Corporation**”) will be held in-person at the Corporation’s head office located at Suite 408 – 150 24th Street, West Vancouver, B.C. V7V 4G8 Canada on January 6, 2023 at 4:00 p.m. (Pacific Time) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for its fiscal year ended April 30, 2022 and the report of the auditor thereon;
2. to appoint Harbourside CPA, Chartered Professional Accountants, as auditors for the ensuing year and to authorize the directors to fix their remuneration;
3. to fix the number of directors at five (5);
4. to elect Robin Dow, Patricia Purdy, Edwin A. Beaman, Kristine Dorward and G. Michael Newman as directors of the Corporation for the ensuing year;
5. to consider, and, if deemed appropriate, to pass, with or without variation, an ordinary resolution approving and confirming the stock option plan of the Corporation, which is a 10% rolling plan and the total number of Common Shares issuable upon exercise of Options under the Stock Option Plan cannot exceed 10% of the Issuer's issued and outstanding Common Shares on the date on which an Option is granted;
6. to ratify, confirm and approve all acts, deeds and things done by and the proceedings of the directors and officers of the Corporation on its behalf since the last Annual General Meeting of the Corporation; and
7. to consider other business that may properly come before the Meeting or any adjournment thereof.

A form of proxy accompanies this Notice of Meeting. Shareholders who are unable to attend the meeting are urged to complete, sign and return the proxy to the Corporation’s transfer agent or to vote the proxy online as per the instructions provided on the proxy form.

**DATED** at West Vancouver, B.C. as of this 16th day of December, 2022.

**By Order of the Board of Directors**<sup>[E]</sup><sub>SEP</sub>  
**SILVER EAGLE MINES INC.**

per: *(signed) “Robin B. Dow”*  
Robin B. Dow, President & Chief Executive Officer

### NOTES:

1. Shareholders registered on the books of the Corporation at the close of business on December 15, 2022 are entitled to Notice of the Meeting and to vote at the Meeting.
2. If you are unable to attend the Meeting, you may appoint another person (other than our directors who are named on the proxy form) to attend the meeting on your behalf and vote your shares as your proxyholder.