

## **RED EAGLE MINING CORPORATION**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Annual Meeting of the shareholders (the “**Meeting**”) of Red Eagle Mining Corporation (“**Red Eagle**” or the “**Company**”), will be held at 2348 – 666 Burrard Street, Vancouver, British Columbia, on June 7, 2018 at the hour of 2:00 pm (Pacific time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the fiscal year ended December 31, 2017, together with auditor's report thereon.
2. To appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as auditors for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the Auditors.
3. To fix the number of Directors for the ensuing year at six (6).
4. To elect Directors of the Company for the ensuing year.
5. To consider and, if deemed advisable, pass a non-binding advisory resolution approving the Company's approach to executive compensation.
6. To consider, and if thought fit, approve an amendment to the Company's Restricted Share Unit Plan to increase from 2,171,803 to 4,381,600 common shares in respect of which Restricted Share Units may be granted therefrom.
7. To consider, and if thought fit, approve an amendment to the Company's Deferred Share Unit Plan to increase from 2,171,803 to 4,381,600 common shares in respect of which Deferred Share Units may be granted therefrom.
8. To transact such business as may properly come before the Meeting or any adjournment thereof.

The record date for the determination of the Registered Shareholders of Common Shares entitled to receive notice of, and to vote at, the Meeting and any adjournment or postponement thereof is May 1, 2018.

This notice is accompanied by a management information circular (“**Circular**”) and either a form of proxy or a voting instruction form. Copies of Red Eagle's annual and interim financial statements and MD&A are also available under Red Eagle's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and on Red Eagle's website at [www.redeaglemining.com](http://www.redeaglemining.com).

We value your opinion and participation in the Meeting as a Shareholder of Red Eagle. Please review the accompanying Circular before voting as it contains important information about the Meeting. It is important that you exercise your vote, either in person at the Meeting, by telephone, on the internet or by completing and returning the enclosed form of proxy or voting instruction form. Any questions regarding voting your shares should be directed to our proxy solicitation agent Broadridge Investor Communication Solutions (“**Broadridge**”). Any proxies to be used or acted on at the Meeting must be deposited with Red Eagle's transfer agent by 2:00 pm (Pacific time) on June 5, 2018.

DATED at Vancouver, British Columbia, this 1<sup>st</sup> day of May, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

**RED EAGLE MINING CORPORATION**

*"Ian Slater"*

Ian Slater, Chairman and Chief Executive Officer