SILVER ELEPHANT MINING CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Date:	Tuesday, July 7, 2020
Time:	10:00 a.m. (Pacific Daylight Time)
Location:	Virtual Meeting via teleconferencing
Participant / Guests (Toll Free):	1-877-407-2991 (Canada and USA)
Participant / Guest (Toll):	1-201-389-0925 (for holders outside of Canada and USA)

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of Silver Elephant Mining Corp. (the "**Company**") will be held at the above date, time and location, subject to any adjournment or postponement thereof for the following purposes:

1. to receive the audited financial statements of Silver Elephant Mining Corp. (formerly Prophecy Development Corp.) for the year ended December 31, 2019 and the auditor's report thereon;
2. to set the number of directors at five (5);
3. to elect directors for the ensuing year;
4. to appoint Davidson & Company LLP, Chartered Professional Accountants, as the Company's auditor for the ensuing year and authorize the directors to set the auditor's remuneration;
5. to consider and, if deemed appropriate, pass an ordinary resolution approving the repricing of certain common share purchase warrants of the Company, all as more particularly set out in *"Particulars of Additional Matters to be Acted Upon – Amendment of Warrants"*; and
6. to transact such other business as may properly come before the Meeting or any adjournment thereof.

Out of an abundance of caution, to proactively deal with potential issues arising from the unprecedented public health impact of Coronavirus Disease 2019 ("**COVID-19**"), and to limit and mitigate risks to the health and safety of our communities, Shareholders, employees, directors and other stakeholders, we will be holding the Meeting in a virtual only format this year. Shareholders will not need to physically attend the Meeting.

Shareholders wishing to attend the Meeting may do so by calling 1-877-407-2991 (toll-free in Canada and USA) or 1-201-389-0925 (for holders outside of Canada and USA) and instructions will be provided as to how shareholders entitled to vote at the Meeting may participate and vote at the Meeting.

Registered Shareholders and duly appointed proxy holders will be able to attend, ask questions and vote at the Meeting virtually by using the telephonic dial-in provided above.

Beneficial Shareholders who have not duly appointed themselves will be able to attend the virtual Meeting as guests, but guests will not be able to vote or ask questions at the Meeting.

Meeting Format

The Company is holding the Meeting this year as a completely virtual Meeting, which will be conducted via teleconference. Shareholders will not be able to attend the Meeting in person.

Registered Shareholders and duly appointed proxy holders will be able to attend, participate and vote at the Meeting via teleconference.

Beneficial Shareholders (being Shareholders who hold their common shares of the Company ("**Common Shares**") through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) will be able to attend the Meeting, but will not be permitted to ask questions or vote, unless they duly appoint themselves as their own proxy holder and comply with all of the requirements set out in the Circular relating to that appointment and registration and applicable laws. Failing which, any Beneficial Shareholder will be able to attend the Meeting as a guest but will not be able to vote or ask questions at the Meeting.

The Company strongly encourages you to vote your shares by proxy prior to the Meeting rather than at the Meeting.

Your Vote is Important

Pursuant to applicable securities laws, we have chosen to provide our Notice of Meeting, the Circular, the proxy form/voting instruction form (collectively, the "**Meeting Materials**"), our financial statements and our management's discussion and analysis for the year ended December 31, 2019 (collectively, the "**Financial Information**") to Shareholders using the notice-and-access provisions under National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* and under National Instrument 51-102 – *Continuous Disclosure Obligations*.

On or about June 1, 2020, we will mail to Shareholders of record as of the close of business on May 25, 2020, a notice containing instructions on how to access our Meeting Materials, our Financial Information and how to vote. Shareholders who have requested printed copies of our Financial Information will continue to receive them by mail.

Copies of the Meeting Materials and our Financial Information are also available on the Internet at www.sedar.com and https://www.silverelef.com/investors/shareholder-meetings/.

You may request a paper copy of the Meeting Materials and Financial Information by contacting the Corporate Secretary at 604-569-3661.

DATED at Vancouver, British Columbia, this 25th day of May, 2020.

BY ORDER OF THE BOARD

/s/ "Michael Doolin"

Michael Doolin
Chief Executive Officer
Silver Elephant Mining Corp.