PALLADIUM ONE MINING INC.
550 - 800 West Pender Street,
Vancouver, BC, Canada, V6C 2V6

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an annual general meeting (the "Meeting") of the shareholders of **PALLADIUM ONE MINING INC.** (the "Company") will be held at 550 – 800 West Pender Street, Vancouver, British Columbia, on Wednesday, July 3rd, 2019 at 10:00 a.m., PST, for the following purposes:

1. To receive and consider the report of the directors, the audited financial statements of the Company for the fiscal year ended December 31, 2017 and December 31, 2018 and the report of the auditor thereon;

2. To set the number of directors for the ensuing year at three (3).

3. To elect directors to hold office until the next annual general meeting of the Company.

4. To appoint Davidson & Company LLP, Chartered Accountants, as auditor of the Company for the ensuing year, at a remuneration to be fixed by the directors.

5. To approve the Company's stock option plan, as set out under the heading "Approval of Stock Option Plan" in the attached Information Circular.

6. To transact such other business as may properly come before the Meeting or at any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

If you are unable to attend the Meeting in person, you may still vote on the above items by submitting a Proxy. A form of Proxy has been provided in this package, together with an Information Circular which forms part of this Notice. Please refer to the Notes to the Proxy for instructions on completing the Proxy. To be effective, the Proxy must be completed, dated, signed and returned within the time limits and in accordance with the instructions set out in the Notes to the Proxy. As stated in the Notes, the enclosed Proxy is solicited by or on behalf of management of the Company, and the persons named as proxyholder are directors and/or officers of the Company, or nominees selected by management. You may appoint another to represent you at the Meeting by striking out the names of the persons therein and inserting, in the space provided, the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, the 29th day of May, 2019.

BY ORDER OF THE BOARD

"Derrick Weyrauch"

Interim President, CEO