VENDETTA MINING CORP.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

IN VIEW OF THE CURRENT AND RAPIDLY EVOLVING COVID-19 OUTBREAK, THE COMPANY REQUESTS THAT IF POSSIBLE ALL SHAREHOLDERS VOTE THEIR SHARES BY PROXY AND AVOID ATTENDING THE MEETING IN PERSON, HOWEVER, IF YOU CHOOSE TO ATTEND THE MEETING IN PERSON, SHAREHOLDERS ARE ASKED TO FOLLOW THE INSTRUCTIONS OF THE PUBLIC HEALTH AGENCY OF CANADA (HTTPS://WWW.CANADA.CA/EN/PUBLIC-HEALTH/SERVICES/DISEASES/2019-NOVEL-CORONAVIRUSINFECTION.HTML).

THE COMPANY RESPECTFULLY ASKS SHAREHOLDERS NOT TO ATTEND THE MEETING IN PERSON IF EXPERIENCING ANY OF THE DESCRIBED COVID-19 SYMPTOMS OF FEVER, COUGH OR DIFFICULTY BREATHING.

THE COMPANY MAY TAKE ADDITIONAL PRECAUTIONARY MEASURES IN RELATION TO THE MEETING IN RESPONSE TO FURTHER DEVELOPMENTS IN THE COVID-19 OUTBREAK.

TAKE NOTICE that the annual general meeting (the “Meeting”) of the shareholders of **VENDETTA MINING CORP.** (the “Company”) will be held in the Boardroom of the Company, located at 1500 – 409 Granville Street, Vancouver, B.C., at 10:00 a.m. (Vancouver time) on Wednesday, December 2, 2020, for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended ending May 31, 2020, together with the auditor’s report thereon;

2. To fix the number of directors at four;

3. To elect directors for the ensuing year;

4. To appoint the auditor for the Company for the ensuing year;

5. To consider and, if thought fit, approve an ordinary resolution approving and ratifying the Company’s existing stock option plan, as further described in the accompanying information circular (the “**Information Circular**”);

6. To consider and, if thought fit, to ratify, confirm and approve the Company’s existing performance share unit agreement, as further described in the accompanying Information Circular; and

7. To transact such other business as may be brought before the Meeting.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, sign and mail the enclosed form of Proxy in accordance with the instructions set out in the Proxy and in the Information Circular accompanying this Notice.

DATED at Vancouver, British Columbia, the 10th day of November, 2020.

BY ORDER OF THE BOARD

“Michael J. Williams”

CEO and President