

MERIDIAN MINING SE
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NOTICE OF THE ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an annual and special general meeting of shareholders (the “**Meeting**”) of Meridian Mining SE (the “**Company**”) will be held at 1700 – 1055 West Hastings Street, Vancouver, British Columbia, Canada, on Tuesday, June 30, 2020 at 10:00 am (Vancouver time). To mitigate potential risks to the health and safety of its shareholders, employees and service providers for the Meeting, the Company is urging shareholders and others not to attend the Meeting in person. In person attendance may be restricted altogether. Instead, shareholders should vote on the matters before the Meeting by proxy and participate in the Meeting by way of a conference call. Shareholders will be able to ask questions of management through the conference call at the conclusion of the Meeting as usual. Details with respect to the conference call are set out below.

Dial in Number: 604-678-8031

North America Toll-free: 1-866-875-9697

Conference ID: 6097711

The Meeting will be held to consider the following, and, if thought fit, pass resolutions 2 to 7, which will be proposed as ordinary resolutions of the Company (each requiring more than 50 per cent of the votes cast in favour of the resolution in order for it to be passed) and resolution 8 which will be proposed as a special resolution of the Company (requiring at least 75 per cent of the votes cast in favour of the resolution in order for it to be passed).

1. To discuss the 2019 management report of the Company as prepared by the board of directors of the Company (the “**Board**”). (*discussion*)
2. To discuss and adopt the UK 2019 annual accounts of the Company (such including the Company’s financial statements) for the financial year ended December 31, 2019. (*discussion and voting - ordinary resolution*)
3. To set the number of executive directors and non-executive directors of the Board. (*voting – ordinary resolution*)
4. To re-appoint the following persons as directors of the Board for the ensuing year. (*voting – ordinary resolution*)
 - a) Gilbert Clark, as executive director
 - b) Charles Riopel, as non-executive director; and
 - c) Peter Weidmann, as non-executive director.
5. To appoint KMPG LLP, Chartered Accountants, as the auditor of the Company for the ensuing year. (*voting – ordinary resolution*)

6. To adopt and approve the stock option plan of the Company, as more particularly described in the accompanying management information circular. *(voting – ordinary resolution)*

7. To:

- a) authorize the Board generally and unconditionally to allot shares in the capital of the Company or grant rights to subscribe for or convert any security into shares in the Company (“**Rights**”) in accordance with Statute 5.5 of the statutes of the Company (the “**Statutes**”), up to a maximum nominal amount of 200,000,000 shares, such authority to expire, unless sooner revoked or altered by the Company in general meeting, at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on June 30, 2021 and provided further that the Company may before the expiry of this authority make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the expiry of this authority and the directors may allot shares or grant Rights in pursuance of any such offer or agreement as if the authority conferred hereby had not expired; and
- b) all other authorities conferred on the directors prior to the date of passing of this resolution to allot equity securities are hereby revoked save to the extent that such authorities have been utilized or agreed to be utilized.

(voting – ordinary resolution)

8. To:

- a) authorize the Board in accordance with Statute 5.5 of the Company’s Statutes to allot equity securities (within the meaning of Section 560 of the Companies Act 2006) for cash pursuant to the authority conferred by resolution number 7 as if sub-section (1) of Section 561 of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of 200,000,000 shares and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on June 30, 2021 and provided further that the Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot equity securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired; and
- b) this power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560 (3) of the Companies Act 2006 as if in the first paragraph of this resolution the words “pursuant to the authority conferred by resolution number 7” were omitted.

(voting – special resolution)

9. To discuss the dividend policy of the Company. *(discussion)*

The Board has determined that the persons entitled to attend and vote at the Meeting shall be the persons holding Shares at May 15, 2020 and are registered in the Company’s shareholders register or the records maintained by the Company’s registrar Computershare Investor Services Inc. (“**Computershare**”) (the “**Entitled Shareholders**”). For purposes of National Instrument 54-101 of the Canadian Securities Administrators, the Board has fixed May 15, 2020 as the record date for the determination of registered and non-registered shareholders, entitled to notice of and to vote at the Meeting and any adjournment or postponement thereof.

The Board requests that all Entitled Shareholders who will not be attending the Meeting in person to read, date and sign the accompanying instrument of proxy and deliver it to Computershare. To be effective, the instrument of proxy must be deposited with Computershare, Attention: Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, by 10:00 am (Vancouver time) on or before Friday, June 26, 2020 (or before 48 hours, excluding Saturdays, Sundays and bank holidays before any adjournment of the meeting at which the proxy is to be used).

If you are an unregistered shareholder of the Company and received these materials through your broker or another intermediary, please complete and return the form of proxy provided to you by such broker or through another intermediary, in accordance with the instructions provided. Late instruments of proxy may be accepted or rejected by the Chairman of the Meeting in his sole discretion and the Chairman is under no obligation to accept or reject any particular late instruments of proxy.

An Entitled Shareholder may appoint a proxy holder to attend and vote in its stead. If you are unable to attend the Meeting in person, please read the notes accompanying the instrument of proxy enclosed and then complete and return the instrument of proxy within the time set out in the notes. As set out in the notes, the enclosed instrument of proxy is solicited by management of the Company, but you may amend it, if you so desire, by inserting in the space provided the name of the person you wish to represent you at the Meeting.

An information circular and a form of proxy accompany this notice.

DATED at London, United Kingdom, this 27th day of May, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “*Charles Riopel*”

Charles Riopel
Chairman