

LATIN AMERICAN MINERALS INC.
217 Queen Street West, 4th Floor
Toronto, ON M5V 0R2

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the shareholders of **Latin American Minerals Inc.** (the "**Company**") will be held on **Monday, January 20, 2020**, at the hour of 10:00 a.m. (Eastern time), at the offices of Irwin Lowy LLP, Suite 401, 217 Queen Street West, Toronto, Ontario M5V 0R2, for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the years ended December 31, 2017 and December 31, 2018 and the respective report of the auditors thereon;
2. to elect the directors of the Company;
3. to appoint the auditor of the Company and to authorize the directors to fix their remuneration;
4. to consider and, if deemed advisable, pass, with or without variation, a special resolution to amend the articles of incorporation of the Company to change the province in which the registered office of the Company is located from the Province of British Columbia to the Province of Ontario; and
5. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The full text of the special resolution referred to in item 4 above is attached to this notice of the Meeting as exhibit A.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his or her duly executed form of proxy with the Company's transfer agent and registrar, Computershare Investor Services Inc., at 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 not later than 10:00 a.m. (Eastern time) on Thursday, January 16, 2020 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Company has by resolution fixed the close of business on Wednesday, December 11, 2019 as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

NOTICE-AND-ACCESS

Notice is also hereby given that the Company has decided to use the notice-and-access method of delivery of meeting materials for the Meeting for beneficial owners of common shares of the Company (the "**Non-Registered Holders**") and for registered shareholders. The notice-and-access method of delivery of meeting materials allows the Company to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under the notice-and-access system, registered shareholders will receive a form of proxy and the Non-Registered Holders will receive a voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the notice of Meeting, the management information circular, the annual consolidated financial statements of the Company for the financial years ended December 31, 2017 and December 31, 2018 and related management's discussion and analysis and other meeting materials (collectively the "**Meeting Materials**"), shareholders receive a notification with information on how they may access such materials

electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing the Meeting Materials to shareholders. Shareholders are reminded to view the Meeting Materials prior to voting. The Company will not be adopting stratification procedures in relation to the use of notice-and access provisions.

Websites Where Meeting Materials Are Posted:

Meeting Materials can be viewed online under the Company's profile at www.sedar.com or on the Company's website <https://www.latinamericanminerals.com/meeting-materials>. The Meeting Materials will remain posted on the Computershare Investor Services Inc.'s website at least until the date that is one year after the date the Meeting Materials were posted.

How to Obtain Paper Copies of the Meeting Materials

Shareholders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. In order for holders with a 15 Digit Control Number to receive a paper copy of the Meeting Materials or if you have questions concerning notice-and-access, please contact the Company's transfer agent and registrar, Computershare Investor Services Inc., by calling toll free at 1-866-962-0498 or outside of North America 514-982-8716. Holders with 16 Digit Control Number may request materials by calling toll free -1-877-907-7643 or outside of North America. 416-361-2517. **Requests should be received by 4:00 p.m. (Eastern time) on January 10, 2020 in order to receive the Meeting Materials in advance of the Meeting.**

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual and special meeting. Additional information about the Company and its financial statements are also available on the Company's profile at www.sedar.com.

DATED this 10th day of December, 2019.

BY ORDER OF THE BOARD

"Mathew Wilson" (signed)
President, Chief Executive Officer and Director

EXHIBIT A
SPECIAL RESOLUTION OF THE SHAREHOLDERS
OF
LATIN AMERICAN MINERALS INC.
AMENDMENT TO ARTICLES OF INCORPORATION – CHANGE OF REGISTERED OFFICE

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the articles of incorporation of the Company be amended to change the province where the registered office of the Company is located from the Province of British Columbia to the Province of Ontario (the **"Registered Office Change"**);
2. notwithstanding that this resolution has been duly passed by the shareholders of the Company, the directors of the Company be, and they are hereby authorized and empowered to revoke this resolution at any time prior to the issue of a certificate of amendment giving effect to the Registered Office Change and to determine not to proceed with the amendment of the articles of incorporation of the Company without further approval of the shareholders of the Company; and
3. any director or officer of the Company be and he or she is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, including, without limitation, the execution and delivery of the articles of amendment in the prescribed form to the Director appointed under the *Canada Business Corporations Act*, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."