

GUERRERO VENTURES INC.

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING

NOTICE is hereby given that the Annual and Special General Meeting (the "**Meeting**") of Guerrero Ventures Inc. (the "**Company**") will be held on **Monday, August 19, 2019 at Suite 1780, 400 Burrard Street, Vancouver, BC V6C 3A6 at the hour of 10:00 a.m. (Vancouver time)** for the following purposes:

1. To receive and consider the audited financial statements of the Company for the fiscal years ended December 31, 2018 and 2017 together with the auditor's report thereon.
2. To receive and consider the audited financial statements of the Company for the fiscal years ended December 31, 2017 and 2016 together with the auditor's report thereon.
3. To appoint auditors for the ensuing year and to authorize the board of directors (the "**Board**") to fix the remuneration to be paid to the auditors.
4. To fix the number of directors at three and to elect directors to hold office until the next Annual General Meeting.
5. To consider and, if thought fit, pass, with or without variation, on the basis of disinterested shareholder approval the issuance of common shares in the settlement of debt.
6. To consider and, if thought fit, pass, with or without variation, three resolutions of the majority of the disinterested Shareholders of the Company approving each of Medalist Capital Ltd., Vincent Metcalfe and Joseph De La Plante becoming a new Control Person (as defined under the policies of the TSX Venture Exchange) upon the conversion of debt, held by these individuals, into common shares in the capital of the Company, which resolutions are further described in the accompanying management information circular (collectively, the "**Control Person Resolutions**").
7. If the Control Person Resolutions are approved, to consider and, if thought fit, pass, with or without variation, on the closing date of the debt consolidation transaction as described in the accompanying management information circular a resolution approving the election of Peter McRae, James Ward and Barry Hildred as directors of the Company following the resignation of David Baker, J. Earl Terris and Don Dybyk (the "**Existing Directors**").
8. If the Control Person Resolutions are approved, to consider and, if thought fit, pass, with or without variation, a special resolution approving the disposition of the Biricu property to Minaurum Gold Inc.
9. If the Control Person Resolutions are approved, to consider and, if thought fit, pass, with or without variation, a special resolution authorizing the continuance of the Company from the *Business Corporations Act* (British Columbia) ("**BCBCA**") to the *Canada Business Corporations Act* as described in the accompanying management information circular (the "**Continuance Resolution**").
10. If the Control Person Resolutions are approved, to consider and, if thought fit, pass, with or without variation, an ordinary resolution approving and authorizing the Board to delist the Company's common shares from the TSX Venture Exchange (the "**Delisting Resolution**").
11. To approve the proposed Stock Option Plan (the "**Plan**") of the Company more particularly described in the management information circular.
12. To transact such other business as may properly come before the Meeting.

A management information circular accompanies this Notice. The management information circular contains details of matters to be considered at the Meeting. The report of the auditor and the audited financial statements of the

Company for each of the years ended December 31, 2018 and 2017 and the years December 31, 2017 and 2016 with related management discussion and analysis can be found on www.sedar.com.

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, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it by fax, by hand or by mail in accordance with the instructions set out in the form of proxy and in the management information circular. Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy and in the management information circular to ensure that their shares will be voted at the Meeting.

Registered shareholders have the right to dissent, to be paid the fair value of their shares in accordance with the provisions of sections 237 to 247 of the BCBCA. These dissent rights are described in the accompanying management information circular and a copy of the dissent rights are attached as Schedule "A" to the management information circular. Failure to strictly comply with the requirements set forth in Sections 237 to 247 of the BCBCA may result in the loss or unavailability of the right of dissent. A dissenting shareholder must send a written objection to the resolutions, which written objection must be received by Guerrero Ventures Inc. c/o Fang and Associates, Barristers & Solicitors, at Suite 1780, 400 Burrard Street, Vancouver, British Columbia V6C 3A6, Attention: Paul Fang, on or before 5:00 p.m. (PDT) on the last Business Day preceding the date of the Meeting.

Persons who are beneficial owners of the Company's shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only registered shareholders are entitled to dissent. Accordingly, a beneficial owner of the Company's shares desiring to exercise the right to dissent must make arrangements for the Company's shares beneficially owned by such holder to be registered in the holder's name prior to the time the written objection to the resolutions is required to be received by or, alternatively, make arrangements for the registered holder of such the Company's shares to dissent on behalf of the holder.

DATED at Vancouver, British Columbia, July 18, 2019.

BY ORDER OF THE BOARD OF DIRECTORS OF GUERRERO VENTURES INC.

Per: "David Baker"
David Baker,
President and CEO