

BARSELE MINERALS CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the Annual and Special General Meeting of the shareholders of Barsele Minerals Corp. (the “**Company**”) will be held at Suite 1130 – 1055 W Hastings Street, Vancouver, British Columbia, on Thursday, June 13, 2019, at 10:30 a.m. for the following purposes:

1. To receive and consider the audited financial statements of the Company for the year ended December 31, 2018, together with the auditor's report thereon.
2. To appoint the auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors.
3. To fix the number of directors at five.
4. To elect the directors for the ensuing year.
5. To consider, and if thought advisable, to approve an ordinary resolution authorizing, ratifying and confirming the Company's Stock Option Plan, as more particularly described in the accompanying information circular.

In addition, shareholders will be asked to consider any amendment or variation of a matter identified in this notice and to transact such other business as may properly come before the meeting or any adjournment thereof.

An Information Circular accompanies this Notice. The information circular contains details of matters to be considered at the Meeting. A copy of the annual financial statements of the Company for the financial year ended December 31, 2018, together with the auditors' report thereon and the corresponding management discussion and analysis are available on SEDAR at www.sedar.ca and copies may be mailed to those Shareholders who request a copy.

A registered shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his duly executed form of proxy with Computershare Investor Services Inc., at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1 not later than 10:30 a.m. (Vancouver time) on June 11, 2019 or, if the meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays 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 or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders who would like to attend the Meeting should complete and return the materials they received in accordance with the instructions from their broker or other intermediary to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are a non-registered shareholder.

DATED at Vancouver, British Columbia, this 9th day of May, 2019.

ON BEHALF OF THE BOARD OF DIRECTORS

/s/ Gary Cope

Gary Cope, President