



BEAR CREEK MINING CORPORATION

#1400 – 400 Burrard Street
Vancouver, British Columbia V6C 3A6

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 Annual General Meeting (the "**Meeting**") of the shareholders of Bear Creek Mining Corporation (the "**Company**") will be held at the Metropolitan Hotel, 645 Howe Street, Vancouver, British Columbia, Canada, on Wednesday, June 5, 2019 at 2:00 p.m. (Pacific Time) for the following purposes:

1. To receive the audited annual financial statements of the Company for its financial year ended December 31, 2018;
2. To set the number of directors at eight (8);
3. To elect directors for the ensuing year as described in the management information circular dated April 11, 2019 (the "**Information Circular**");
4. To appoint PricewaterhouseCoopers LLP as the Company's auditor for the ensuing fiscal year at a remuneration to be fixed by the directors; and
5. To consider and, if thought fit, pass an ordinary resolution to re-approve the Company's 10% "rolling" Stock Option Plan.

The Information Circular provides additional information relating to the matters to be dealt with and voted upon at the Meeting and is deemed to form part of this Notice of Meeting. Please see the section heading "Particulars of Matters to be Acted Upon" in the Information Circular for full particulars.

The Information Circular has been prepared to help you make an informed decision on each of the matters to be voted on at the Meeting. Please review the Information Circular carefully before voting.

The Company has elected to use the notice-and-access provisions (the "**notice-and-access provisions**") under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations* for the Meeting. The notice-and-access provisions are a set of rules developed by the Canadian Securities Administrators that reduces the volume of materials that must be physically mailed to shareholders by allowing the Company to post the Information Circular and any additional Meeting materials online. Shareholders will still receive this

Notice of Meeting and a Form of Proxy (or Voting Instruction Form if applicable) and may choose to receive a paper copy of the Information Circular. The Company will not use procedures known as "stratification" in relation to its use of the notice-and-access provisions for the Meeting. Stratification occurs when a reporting issuer using notice-and-access provides a paper copy of the relevant information circular to some, but not all, shareholders with the notice package in relation to the relevant meeting.

The Meeting materials, including this Information Circular, are available on the Company's website at <https://bearcreekmining.com/investors/agm-materials/> and will remain on the website for at least one full year from the date of this Notice of Meeting. The Meeting materials are also available under the Company's profile on SEDAR at www.sedar.com.

To obtain a printed paper copy of the Information Circular please contact the Company at 604-685-6269 or info@bearcreekmining.com. The Company will, upon request, mail a paper copy of the Information Circular at no cost within three business days following receipt of such request, if received before the Meeting and within ten calendar days following receipt of such request, if received after the Meeting. Shareholders may also contact the Company at 604-685-6269 or info@bearcreekmining.com within the time frames noted above to request and receive a copy of the Company's financial statements and MD&A for the year ended December 31, 2018.

To obtain additional information about notice-and-access provisions, shareholders may contact the Company's transfer agent, Computershare, at www.computershare.com/noticeandaccess or 1-866-964-0492 (toll-free).

All shareholders are invited to attend the Meeting. Only shareholders at the close of business on April 11, 2019 (the "**Record Date**") are entitled to receive notice of and vote at the Meeting.

If you are a *registered* shareholder, you will have received this Notice of Meeting and a **Form of Proxy**. Registered shareholders who are unable to attend the Meeting are requested to read the notes included in the Form of Proxy enclosed and then to complete, date, sign and mail the enclosed Form of Proxy, or to complete the Form of Proxy by telephone or the internet, in accordance with the instructions set out in therein. Completed Forms of Proxy must be received by 2:00 p.m. (Pacific Time) on Monday, June 3, 2019, unless the chairman of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.

If you are a *non-registered* (aka *beneficial*) shareholder, you will have received this Notice of Meeting and a **Voting Instruction Form**. Beneficial shareholders are requested to read the instructions included in the Voting Instruction Form enclosed and then to complete the Voting Instruction Form in accordance with the instructions set out therein. Completed Voting Instruction Forms must be received by 2:00 p.m. (Pacific Time) on Monday, June 3, 2019, unless the chairman of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.

DATED this 11th day of April 2019.

BY ORDER OF THE BOARD

s/ "A. Hawkshaw"

Anthony Hawkshaw, President and Chief Executive Officer