

**FINLAY MINERALS LTD.**

(the "Company")

912 - 510 West Hastings St.

Vancouver, BC V6B 1L8

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 2019 Annual General Meeting (the "Meeting") of the shareholders of the Company will be held in the Boardroom at 550 – 925 West Georgia Street, Vancouver, BC V6C 3L2 on the 5th day of July, 2019 at the hour of 10:00 o'clock in the morning (Pacific time) for the following purposes:

1. To receive the financial statements of the Company for the fiscal year ended December 31, 2018, together with the report of the Auditors thereon and for the three-month period ended March 31, 2019.
2. To fix the number of Directors of the Company at seven.
3. To elect Directors to hold office until the next annual general meeting of the Company.
4. To appoint an Auditor of the Company for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the Auditor.
5. To consider and, if thought fit, approve, ratify and confirm the Company's 10 percent rolling stock option plan for the ensuing year, in accordance with the policies of the TSX Venture Exchange.
6. To transact such further or other business as may properly come before the Meeting, or any adjournment or adjournments thereof.

The information circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice.

A shareholder who is unable to attend the Meeting in person is entitled to appoint a proxyholder to attend and vote in his, her or its stead. If you cannot be personally present, please refer to the notes accompanying the Instrument of Proxy enclosed and then complete and deposit the Instrument of Proxy with Computershare Investor Services Inc. within the time set out below.

The Instrument of Proxy must be signed by a registered shareholder or by his or her attorney authorized in writing, or, if the registered shareholder is a corporation, by an officer or director thereof as an authorized signatory, as more particularly described in the accompanying Information Circular.

The completed Instrument of Proxy must be deposited at the office of Computershare Investor Services Inc. at least 48 hours before the time of the Meeting (excluding Saturdays, Sundays and holidays), or any adjournment or adjournments thereof.

The enclosed Instrument of Proxy is solicited by management but you may amend it, if you so desire, by striking out the names of the management proxyholders shown and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, BC, the 31st day of May, 2019.

**BY ORDER OF THE BOARD**

(Sgd.) "*Robert F. Brown*"

President, CEO & Director