
FINLAY MINERALS LTD.

(the “Company”)
615 - 800 West Pender Street,
Vancouver, BC
CANADA V6C 2V6

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 Annual General and Special Meeting (the “Meeting”) of the shareholders of the Company will be held in the Boardroom at 615 – 800 West Pender Street, Vancouver, BC V6C 2V6 on the 23rd day of June, 2023 (the “Meeting Date”) 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, 2022, together with the report of the Auditors thereon;
2. To fix the number of Directors of the Company at six;
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, to pass, with or without amendment, an ordinary resolution to ratify, confirm, and approve the Company’s amended 10% “rolling” stock option plan, all as more particularly described in the accompanying management information circular, and
6. To transact such further or other business as may properly come before the Meeting, or any adjournment or adjournments thereof.

The Board of Directors of the Company has fixed the close of business on May 19, 2023 as the record date (the “Record Date”) for determining shareholders who are entitled to receive notice and to vote at the Meeting or at any adjournment or adjournments of the Meeting. No person who becomes a shareholder after the Record Date will be entitled to vote or act at the meeting or at any adjournment 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, subject to the foregoing important notice. 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(s) or postponement(s) thereof, or with the Chair of the Meeting on the day of the Meeting.

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 19th day of May, 2023.

BY ORDER OF THE BOARD

Signed: “*Robert F. Brown*”
President, CEO and Director