



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

To the Shareholders of Riverside Resources Inc.:

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the holders (the “**Riverside Shareholders**”) of common shares (“**Riverside Shares**”) of Riverside Resources Inc. (“**Riverside**”) will be held at Suite 910 – 800 West Pender Street, Vancouver, British Columbia on March 31, 2020 at 10:00 A.M. (Vancouver Time) for the following purposes:

1. to receive the audited financial statements of Riverside for the fiscal year ended September 30, 2019, together with the report of the auditors thereon;
2. to determine the number of directors at five;
3. to elect the directors of Riverside for the ensuing year;
4. to re-appoint the auditor of Riverside for the ensuing fiscal year and to authorize the directors of Riverside to fix the auditor’s remuneration;
5. to consider, and if deemed advisable, pass an ordinary resolution, substantially in the form set out in the accompanying management information circular (the “**Information Circular**”), re-approving the continued use of Riverside’s stock option plan;
6. to consider and, if deemed advisable, to approve, with or without variation, a special resolution of the Riverside Shareholders (the “**Arrangement Resolution**”) approving a statutory plan of arrangement (the “**Plan of Arrangement**”) pursuant to Section 288 of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”) among Riverside, the Riverside securityholders and Capitan Mining Inc. (“**Capitan**”), as more fully described in the Information Circular;
7. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the adoption by Capitan of a rolling 10% stock option plan, subject to stock exchange acceptance, as more fully described in the accompanying Information Circular; and
8. to transact such further or other business as may properly come before the Meeting and any adjournment(s) or postponement(s) thereof.

AND TAKE NOTICE that registered Riverside Shareholders have a right of dissent in respect of the proposed Arrangement and to be paid the fair value of their Riverside Shares in accordance with the provisions of the Plan of Arrangement governing the Arrangement and sections 237 to 247 of the BCBCA. The dissent rights are described in the accompanying Information Circular (and specifically Schedule “E”). Failure to strictly comply with required procedure may result in the loss of any right of dissent.

Only Riverside Shareholders of record at the close of business on February 25, 2020 will be entitled to receive notice of and vote at the Meeting. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting. If you are unable to attend the Meeting in person, please complete, sign and date the enclosed form of proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location set out in the form of proxy accompanying this notice.

It is desirable that as many Riverside Shares as possible be represented at the Meeting. Whether or not you expect to attend the Meeting, please exercise your right to vote. Please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. To be valid, all instruments of proxy must be deposited at the office of the Registrar and Transfer Agent of Riverside, Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, not later than forty-eight (48) hours,

excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any adjournment(s) or postponement(s) thereof. Late instruments of proxy may be accepted or rejected by the Chairman of the Meeting in his discretion and the Chairman is under no obligation to accept or reject any particular late instruments of proxy.

The accompanying 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.

This notice is accompanied by the Information Circular and either a form of proxy for Registered Holders or a voting instruction form for beneficial Riverside Shareholders.

THE SECURITIES DESCRIBED IN THE ACCOMPANYING INFORMATION CIRCULAR HAVE NOT BEEN RECOMMENDED BY THE SECURITIES AND EXCHANGE COMMISSION OR BY ANY STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES OR ANY CANADIAN SECURITIES COMMISSION OR REGULATORY AUTHORITY PASSED ON THE ACCURACY OR ADEQUACY OF THIS INFORMATION CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The New Riverside Shares, Capitan Shares, Riverside Replacement Options, Capitan Options and modified Riverside Warrants to be distributed or deemed to be distributed under the Arrangement have not been registered under the United States *Securities Act of 1933*, as amended (the “**U.S. Securities Act**”), and are being distributed in reliance on the exemption from registration set forth in Section 3(a)(10) thereof on the basis of the approval of the Court as described in this Information Circular. The solicitation of proxies is not subject to the requirements of Section 14(a) of the United States *Securities Exchange Act of 1934*, as amended (the “**U.S. Exchange Act**”). Accordingly, this Information Circular has been prepared in accordance with applicable Canadian disclosure requirements. Residents of the United States should be aware that such requirements differ from those of the United States applicable to proxy statements under the U.S. Exchange Act. Likewise, information concerning the properties and operations of Riverside, including the Peñoles Property, has been prepared in accordance with Canadian standards under applicable Canadian securities laws, and may not be comparable to similar information for United States companies. The terms “Mineral Resource”, “Measured Mineral Resource”, “Indicated Mineral Resource” and “Inferred Mineral Resource” are Canadian mining terms as defined in accordance with National Instrument 43-101, Standards of Disclosure for Mineral Projects, under guidelines set out in the Canadian Institute of Mining, Metallurgy and Petroleum (the “**CIMM**”) Standards on Mineral Resources and Mineral Reserves Definitions and guidelines adopted by the CIMM Council on August 20, 2000, as amended. While the terms “Mineral Resource”, “Measured Mineral Resource”, “Indicated Mineral Resource” and “Inferred Mineral Resource” are recognized and required by Canadian regulations, they are not defined terms under Industry Guide 7 of the United States Securities and Exchange Commission (the “**SEC**”). As such, certain information contained in this Information Circular concerning descriptions of mineralization and resources under Canadian standards is not comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements of Industry Guide 7. “Inferred Mineral Resources” have a great amount of uncertainty as to their existence and there is great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an “Inferred Mineral Resource” will ever be upgraded to a higher category. **Investors are cautioned not to assume that any part or all of an “Inferred Mineral Resource” exists, or is economically or legally mineable.** In addition, the definitions of Proven Mineral Reserves and Probable Mineral Reserves under CIMM standards differ in certain respects from Industry Guide 7 standards.

DATED at Vancouver, British Columbia this 25th day of February, 2020.

BY ORDER OF THE BOARD

(signed) “*John-Mark Staude*”

John-Mark Staude

President, Chief Executive Officer and Director

Registered Riverside Shareholders unable to attend the Meeting are requested to date, sign and return their form of proxy in the enclosed envelope. If you are a non-registered Riverside Shareholder and receive these materials through your broker or through another Intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other Intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.