



PORTOFINO
RESOURCES INC.

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NOTICE OF MEETING

Important Notice regarding the availability of proxy materials for the Annual General Meeting of Shareholders for Portofino Resources Inc.

(the “Meeting”)

You are receiving this notice as **Portofino Resources Inc.** (“Portofino”) has elected to use the notice and access method of delivering Meeting materials to both registered and beneficial shareholders. Portofino is using the notice and access method in substitution for mailing a paper Information Circular and Fiscal 2020 Annual Financial Statements and MD&A. Shareholders will still receive a form of proxy or voting instruction form enabling them to vote at the Meeting.

Shareholders may access electronic copies of the Meeting materials that are available online at:

www.portofinoresources.com/corporate/agm

and

www.sedar.com

Meeting Date and Location

When: **Monday, June 7, 2021**
2:00 pm (Pacific time)

Where: **520 – 470 Granville Street**
Vancouver, BC, V6C 1V5 Canada

How to Obtain Paper Copies of the Proxy Materials

Shareholders may request a paper copy of the Information Circular and/or Portofino’s Fiscal 2020 Annual Financial Statements and MD&A, at no cost to them, at any time up to one year from the date the documents were filed on SEDAR. Beneficial shareholders with standing instructions on their accounts to receive a paper Information Circular and/or Annual Financial Statements and MD&A should receive a copy with this mailing.

Requests to receive a paper copy of the Information Circular and/or Portofino’s Fiscal 2020 Annual Financial Statements and MD&A may be made by telephone by calling toll free at 1-855-683-1991. Portofino must receive such requests **before end of business on May 14, 2021**, in order to ensure shareholders receive the mailed documents in advance of the deadline for completing and returning proxies or voting instruction forms for the Meeting. **Please note that if you request a paper copy of this Information Circular and/or Portofino’s Fiscal 2020 Annual Financial Statements and MD&A, you will not receive a new proxy or voting instruction form so you should retain the form mailed to you in order to vote.**

Shareholders with questions about notice and access can telephone toll free at 1-855-683-1991.

To vote your shares you must vote online, by telephone or by mail following the instructions in the enclosed form of proxy or voting instruction form. Your voting instructions **must be received prior to the proxy cut off time of Thursday, June 3, 2021 at 2:00 pm (Pacific time).**

SHAREHOLDERS ARE REMINDED TO REVIEW THE MEETING MATERIALS PRIOR TO VOTING.

Shareholders will be asked at the Meeting to consider and vote on the following matters:

1. **Appointment of Auditor** - Shareholders will be asked to appoint the auditors of Portofino for the ensuing year; to authorize the Directors to fix the remuneration to be paid to the auditor; and to authorize the Directors, in their discretion, to change auditors during the year, subject to compliance with the requirements of the BC Securities Commission. Information respecting the appointment of the auditors may be found in the "Appointment of Auditor" section of the Information Circular.
2. **Number of Directors** - Shareholders will be asked to fix the number of Directors for the ensuing year at three (3). Information respecting the election of directors may be found in the "Election of Directors" section of the Information Circular.
3. **Election of Directors** - Shareholders will be asked to elect Directors to hold office for the ensuing year. Information respecting the election of directors may be found in the "Election of Directors" section of the Information Circular.
4. **Stock Option Plan** - Shareholders will be asked to consider, and if thought advisable, approve an ordinary resolution reconfirming Portofino's 2016 Stock Option Plan. Information respecting the stock option plan may be found in the "Approval of Stock Option Plan" section of the Information Circular.
5. **Approval of Equity Incentive Plan** - Shareholders will be asked to consider and, if deemed appropriate, with or without variation, an ordinary resolution by disinterested shareholders (shareholders without interest in this resolution) approving the equity incentive plan as more fully described in the Information Circular (the "Equity Incentive Plan").

Notice to Non-Objecting Beneficial Owners (NOBOs): These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the issuer (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.