



**Notice of Availability of
Proxy Materials for the Annual and Special Meeting of
McFarlane Lake Mining Limited
(the “Corporation”)**

Meeting Date and Time: March 6, 2023 at 1:00 P.M. (Eastern Daylight Time)

Location: Wildeboer Dellelce Place, 365 Bay Street, Suite 800, Toronto, Ontario, M5H 2V1

Please be advised that the proxy materials (the “**Proxy Materials**”) for the above noted securityholder meeting are available for viewing and downloading online. This document provides an overview of the Proxy Materials, but you are reminded to access and review the information circular (the “**Management Information Circular**”) and other proxy materials available online prior to voting. The Proxy Materials are available at:

<https://odysseytrust.com/client/mlm>

OR

www.sedar.com

OR

<https://mcfarlanelakemining.com/>

Obtaining Paper Copies of the Proxy Materials

Securityholders may request to receive paper copies of the Proxy Materials related to the above referenced meeting by mail at no cost. Requests for paper copies must be received by **February 23, 2023** in order to receive the paper copy in advance of the meeting. Shareholders may request to receive a paper copy of the Proxy Materials for up to one year from the date the Proxy Materials were filed on www.sedar.com.

For more information regarding notice-and-access or to obtain a paper copy of the Proxy Materials you may contact our transfer agent, Odyssey Trust Company, via www.odysseycontact.com or by phone at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America).

Notice of Meeting

The resolutions to be voted on at the meeting, described in detail in the Management Information Circular, are as follows:

- 1. Appointment and Remuneration of Auditors.** To appoint the Corporation’s auditors for the ensuing year and to authorize the directors of the Corporation to fix their remuneration. More information can be found in the Management Information Circular under the heading “*Item 2 – Appointment and Remuneration of Auditors*”.
- 2. Election of Directors.** To elect the directors of the Corporation. More information can be found in the Management Information Circular under the heading “*Item 3 – Election of Directors*”.

3. **Amendment to the Corporation's Stock Option Plan.** To consider, and if deemed advisable, to approve, with or without variation, an ordinary resolution of disinterested shareholders, authorizing certain amendments to the Corporation's stock option plan. More information can be found in the Management Information Circular under the heading "*Item 4 – Amendment to the Corporation's Stock Option Plan*".
4. **Amendment to the Corporation's Performance and Restricted Share Unit Plan.** To consider, and if deemed advisable, to approve, with or without variation, an ordinary resolution of disinterested shareholders, authorizing certain amendments to the Corporation's performance and restricted share unit plan. More information can be found in the Management Information Circular under the heading "*Item 5 – Amendment to the Corporation's Performance and Restricted Share Unit Plan*".
5. **Empower the Board of Directors to Determine the Number of Directors of the Corporation and the Number of Directors of the Corporation to be Elected at a Meeting of the Shareholders Pursuant to the *Business Corporations Act* (Ontario).** To consider, and if deemed advisable, to approve, with or without variation, a special resolution, substantially in the form set out in the accompanying Circular, empowering the board of directors of the Corporation to determine, from time to time, by resolution of the directors, the number of directors of the Corporation and the number of directors to be elected at the annual meeting of the shareholders, in accordance with the *Business Corporations Act* (Ontario). More information can be found in the Management Information Circular under the heading "*Item 6 – Empower the Directors to Determine the Number of Directors of the Corporation and the Number of Directors to be Elected at a Meeting of Shareholders Pursuant to the Business Corporations Act (Ontario)*".

Voting

To vote your securities, please refer to the instructions on the enclosed Proxy or Voting Instruction Form. Your Proxy or Voting Instruction Form must be received by March 2, 2023 at 1:00 P.M. (Eastern Daylight Time).

Stratification

The Corporation is providing paper copies of its Management Information Circular only to those registered shareholders and beneficial shareholders that have previously requested to receive paper materials.

Annual Financial Statements

The Corporation is providing paper copies or emailing electronic copies of its annual financial statements to registered shareholders and beneficial shareholders that have opted to receive annual financial statements and have indicated a preference for either delivery method.