



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an Annual General and Special Meeting (the “Meeting”) of the Shareholders of **DEFIANCE SILVER CORP.** (the “Company”) will be held in the Boardroom of Meadow Gardens Golf Club, 19675 Meadow Gardens Way, Pitt Meadows, BC V3Y 1Z2, on Tuesday, the 8th day of December, 2020, at 10:00 a.m. (Pacific time) for the following purposes:

1. To receive the audited financial statements of the Company for the financial years ended June 30, 2019 and June 30, 2020, together with the Auditor’s Report thereon.
2. To set the number of directors for the ensuing year at six.
3. To elect directors for the ensuing year.
4. To re-appoint Davidson & Company LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year at a remuneration to be approved by the Directors.
5. To approve the renewal of the Company’s 10% rolling stock option plan, as more particularly set out in the accompanying Information Circular.
6. To transact such other business as may be brought before the Meeting.

Accompanying this Notice is an Information Circular dated October 27, 2020, a form of proxy or voting instruction form and a reply card for use by shareholders who wish to receive the Company’s interim and/or annual financial statements. The accompanying Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice.

The Record Date for the determination of shareholders entitled to receive this Notice and to vote at the Meeting has been established as October 27, 2020.

DUE TO THE ONGOING CONCERNS RELATED TO THE SPREAD OF THE CORONAVIRUS (COVID-19) AND IN ORDER TO PROTECT THE HEALTH AND SAFETY OF SHAREHOLDERS, EMPLOYEES, OTHER STAKEHOLDERS AND THE COMMUNITY, THE BOARD OF DIRECTORS AND MANAGEMENT REQUEST ALL SHAREHOLDERS TO VOTE BY PROXY AND NOT ATTEND THE MEETING IN PERSON.

Registered shareholders unable to attend the Meeting in person and who wish to ensure their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders who are non-objecting beneficial owners and receive a voting instruction form who wish to have their shares will be voted at the Meeting are requested to complete, date and sign the enclosed voting instruction form, and deliver it in accordance with the instructions set out in the voting instruction form and in the Information Circular.

Non-registered shareholders who are objecting beneficial owners and wish to have their shares voted at the Meeting planning to attend the Meeting must follow the instructions set out in the voting instruction form to ensure their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Vancouver, British Columbia, this 27th day of October , 2020.

ON BEHALF OF THE BOARD OF DIRECTORS

“Christopher David Wright”

Christopher David Wright
President and Chief Executive Officer