

# lundin mining

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE** is hereby given that an annual meeting of the shareholders of **LUNDIN MINING CORPORATION** (the "Corporation") will be held at the St. Andrew's Club & Conference Centre, 150 King Street West, 27<sup>th</sup> Floor (King Street/University Avenue) Toronto, Ontario, on Friday, May 12, 2017 at 10:00 a.m. Toronto time ("Meeting"), for the following purposes:

1. To receive the audited consolidated financial statements of the Corporation for the year ended December 31, 2016 and the report of the auditors thereon;
2. To elect the directors for the ensuing year; **(Resolution 1)**
3. To appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, Licensed Public Accountants as auditors of the Corporation for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditors; **(Resolution 2)**
4. To provide shareholders with an advisory vote on Executive Compensation; **(Resolution 3)**
5. To consider and, if thought appropriate, pass with or without amendment, a resolution approving amendments to the Corporation's 2006 Incentive Stock Option Plan; and **(Resolution 4)**
6. To transact such further and other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

This Notice is accompanied by a management information circular (the "Circular") and form of proxy. The nature of the business to be transacted at the Meeting is described in further detail in the Circular.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy. Registered shareholders who are unable to attend the Meeting are requested to complete, date, sign and deliver the enclosed form of proxy to Computershare Investor Services Inc. ("Computershare"), 100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1, Attention: Proxy Department. If a shareholder does not deliver a proxy to Computershare by 10:00 a.m. (Toronto, Ontario, time) on Wednesday, May 10, 2017 (or not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, before any adjournments or postponements of the Meeting at which the proxy is to be used), then the shareholder will not be entitled to vote at the Meeting by proxy. The above time limit for deposit of proxies may be waived or extended by the Chairman of the Meeting at his or her discretion without notice.

As provided in the *Canada Business Corporations Act*, the directors have fixed a record date of March 24, 2017. Accordingly, shareholders registered on the books of the Corporation at the close of business on March 24, 2017 are entitled to receive notice of the Meeting and to vote at the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder and receive these materials through your broker or other intermediary, please complete and return the voting instruction form or other authorization in accordance with the instructions provided to you by your broker or intermediary.

Dated at Toronto, Ontario this 24th day of March, 2017.

### BY ORDER OF THE BOARD OF DIRECTORS

*Paul K. Conibear*

Paul K. Conibear  
President, Chief Executive Officer and Director