

RIGHTS OFFERING NOTICE

The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the U.S. Securities Act), or the securities laws of any state of the "United States". This rights offering notice does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States, and the securities offered herein may not be offered or sold in or into the United States or to U.S. persons unless registered under the 1933 Act and applicable state securities laws, or pursuant to an exemption from such registration requirements as described herein.



RED EAGLE MINING CORPORATION

Notice to security holders – June 26, 2017

We currently have sufficient working capital to last one month. We require 50% of the offering to last 12 months.

The purpose of this notice is to advise holders of common shares (the “**Common Shares**”) of Red Eagle Mining Corporation (“**Red Eagle Mining**”) of a proposed offering of rights (“**Rights**”) of Red Eagle Mining (the “**Rights Offering**”). References in this notice to **we, our, us** and similar terms mean to Red Eagle Mining. References in this notice to **you, your** and similar terms mean to Red Eagle Mining shareholders.

1. Who can participate in the Rights Offering?

Each eligible shareholder of record as at 5:00 p.m. (Toronto time) on July 5, 2017 (the “**Record Date**”) may participate in the Rights Offering.

2. Who is eligible to receive Rights?

The Rights will be offered to eligible shareholders (the “**Eligible Holders**”) in each province and territory of Canada (the “**Eligible Jurisdictions**”). You will be presumed to be resident in the place shown in our records as your registered address, unless the contrary is shown to our satisfaction.

This notice is not to be construed as an offering of the Rights, nor are the securities issuable or exchangeable upon exercise of the Rights offered for sale, in any jurisdiction outside the Eligible Jurisdictions or to shareholders who are residents of any jurisdiction other than the Eligible Jurisdictions (the “**Ineligible Holders**”).

Ineligible Holders will not receive a Rights Certificate (as defined below), but will be sent a letter from Red Eagle Mining describing how Ineligible Holders may participate in the Rights Offering.

3. How many Rights are we offering?

We are offering a total of 265,025,121 Rights to Eligible Holders.

4. How many Rights will you receive?

We are offering each Eligible Holder one Right for every one Common Share of Red Eagle Mining held. No fractional Rights will be issued.

5. What does one Right entitle you to receive?

An Eligible Holder is entitled to purchase one Unit (as defined below) for every two Rights held at a subscription price of \$0.35 per Unit (the “**Basic Subscription Privilege**”) until 4:00 p.m. (Toronto time) on August 4, 2017.

Each unit (a “**Unit**”) consists of:

- (1) One Common Share; and

- (2) One transferable common share purchase warrant (a “**Warrant**”) exercisable into one Common Share at a purchase price of \$0.50 per Common Share for a period of 5 years from the issue date. Red Eagle Mining will make an application to have the Warrants listed on the Toronto Stock Exchange (the “**TSX**”). Any such listing will be subject to fulfilling all of the listing requirements of the TSX.

Any Eligible Holder who exercises all of their Rights under the Basic Subscription Privilege will also have the additional privilege of subscribing, pro rata, for additional Units at the subscription price (the “**Additional Subscription Privilege**”). The Units available under the Additional Subscription Privilege will be the Units issuable under the Rights Offering that have not been subscribed and paid for under the Basic Subscription Privilege by August 4, 2017. Any Eligible Holder who exercises their Rights must enclose payment in Canadian funds by certified cheque, bank draft or money order payable to the order of Computershare Investor Services Inc.

6. How will you receive your Rights?

Registered Eligible Holders - If you are a registered holder of Common Shares, a certificate (the “**Rights Certificate**”)/Rights DRS Advice representing the total number of Rights which you are entitled to as at the Record Date is enclosed with this notice.

Beneficial Eligible Holders - You are a beneficial holder of Common Shares if you hold your shares through a securities broker or dealer, bank or trust company or other participant (a “**Participant**”) in the book-based system administered by CDS Clearing and Depository Services Inc. (“**CDS**”). The total number of Rights to which all beneficial Eligible Holders as at the Record Date are entitled will be issued to and deposited with CDS following the Record Date. If you are a beneficial Eligible Holder, we expect you will receive a confirmation of the number of Rights issued to you from the applicable Participant in accordance with the practices and procedures of that Participant. CDS will be responsible for establishing and maintaining book-entry accounts for Participants holding Rights.

7. When and how can you exercise your Rights?

If you are a registered Eligible Holder who receives a Rights Certificate/Rights DRS Advice, you must complete and deliver your Rights Certificate/Rights DRS Advice on or before 4:00 pm (Toronto Time) on August 4, 2017.

If you are a beneficial Eligible Holder, you must arrange exercises, transfers or purchases of Rights through your Participant on or before 4:00 pm (Toronto Time) on August 4, 2017 or such earlier time as required by your Participant. We expect that each beneficial Eligible Holder will receive a customer confirmation of issuance or purchase, as applicable, from their Participant through which the Rights are issued in accordance with the practices and policies of such Participant.

8. What are the next steps?

This notice contains key information that you should know about Red Eagle Mining. You can find more details in our Rights Offering Circular, a copy of which can be obtained on Red Eagle Mining’s profile at SEDAR.com or at redeaglemining.com. You can also ask your dealer representative for a copy or contact Mischa Zajtmann at 604-259-6697 or zajtmann@redeaglemining.com. You should read the Rights Offering Circular, along with our continuous disclosure record, to make an informed decision.

DATED June 26, 2017.

“Ian Slater”

Ian Slater
Chief Executive Officer
Red Eagle Mining

Questions may be directed to our Information Agent:

Laurel Hill Advisory Group
North American Toll-Free Number: 1-877-452-7184
Collect Calls Outside North America: 1-416-304-0211
Email: assistance@laurelhill.com