



## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting (the “**Meeting**”) of shareholders of Timmins Gold Corp. (the “**Company**”) will be held at the offices of **Blake, Cassels & Graydon LLP**, 595 Burrard Street, Suite 2600, Vancouver, British Columbia, V7X 1L3, at **2:00 p.m.** (Vancouver time) on **Friday, May 12, 2017** for the following purposes:

- (a) to receive the audited financial statements of the Company for the financial year ended December 31, 2016 and accompanying report of the auditor;
- (b) to set the number of directors for the ensuing year at eight;
- (c) to elect the directors of the Company to hold office for the ensuing year;
- (d) to consider, and if thought fit, approve by special resolution an alteration to the capital of the Company to authorize the board of directors of the Company to affect a consolidation of the authorized common shares of the Company on the basis of every ten common shares being consolidated into one common share without par value;
- (e) to consider and if thought fit to pass, with or without variation, a special resolution to amend the Notice of Articles and Articles of the Company to change the name of the Company to “Alio Gold Inc.”, or such other name as the board of directors of the Company may approve in its sole discretion, and as may be acceptable to applicable regulatory authorities, including the Toronto Stock Exchange;
- (f) to appoint Deloitte LLP, Chartered Accountants, as the auditor of the Company for the ensuing year and to authorize the directors to fix their remuneration; and
- (g) to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The details of all matters proposed to be put before shareholders at the Meeting are set forth in the Management Information Circular accompanying this Notice of Meeting. At the Meeting, shareholders will be asked to approve each of the foregoing items.

The directors of the Company have fixed April 7, 2017 as the record date for the Meeting (the “**Record Date**”). Only shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment thereof.

### Voting Instructions

If you are a registered shareholder whose shares are registered in your name, you can exercise your right to vote in person at the Meeting or be represented by proxy. It is important that your shares be represented at the Meeting. Whether or not you are able to attend the Meeting, we urge you to vote by completing and returning the accompanying form of proxy and deposit it with Computershare Investor Services Inc. following one of the methods indicated on the form of proxy. Proxies must be completed, dated and signed and returned to Computershare Investor Services Inc. by 2:00 p.m. (Vancouver time) on May 10, 2017, or if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays)

before the date to which the Meeting is adjourned or postponed. Telephone voting can be completed at 1-866-732-vote (1-866-732-8683), voting by fax can be sent to 1-866-249-7775 or 416-263-9524 and Internet voting can be completed at [www.investorvote.com](http://www.investorvote.com). Proxies submitted via mail should be sent to Computershare Investor Services Inc. at 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1.

Late proxies may be accepted or rejected by the Chair of the Meeting at his or her discretion and the Chair of the Meeting is under no obligation to accept or reject any particular late proxy. The Chair of the Meeting may waive or extend the proxy cut-off without notice.

If you are a non-registered shareholder and your shares are held through a bank, broker or other financial intermediary, please carefully follow the instructions provided from your intermediary on how to vote your shares.

If you have any questions or need assistance with voting your shares please contact Laurel Hill Advisory Group, the proxy solicitation agent, by telephone at: 1-877-452-7184 (North American Toll Free) or 416-304-0211 (Collect Outside North America); or by email at: [assistance@laurenhill.com](mailto:assistance@laurenhill.com).

DATED at Vancouver, British Columbia, April 11, 2017.

**TIMMINS GOLD CORP.**

*"Bryan A. Coates"*  
Chair

**PLEASE VOTE YOUR SHARES BEFORE 2:00 P.M. (VANCOUVER TIME) ON MAY 10, 2017**

Vote using the following methods prior to the Meeting.



**Internet**

Vote online at  
[www.investorvote.com](http://www.investorvote.com)



**Telephone or Fax**

Telephone: 1-866-732-8683  
Fax: 1-866-249-7775



**Mail**

Return the form of proxy in the enclosed postage paid envelope.

**Registered Shareholders**

*Shares held in own name and represented by a physical certificate.*

**Non Registered Shareholders**

*Shares held with a broker, bank or other intermediary.*

Vote online at  
[www.proxyvote.com](http://www.proxyvote.com)

Call or fax to the number(s) listed on your voting instruction form.

Return the voting instruction form in the enclosed postage paid envelope.