

SANDFIRE RESOURCES AMERICA INC. (the "Company")

MINUTES OF THE ANNUAL GENERAL MEETING
OF SHAREHOLDERS OF THE COMPANY (the "Meeting")
HELD AT 10TH FLOOR, 595 HOWE STREET, VANCOUVER, BRITISH COLUMBIA
ON FRIDAY, DECEMBER 28, 2018 AT 10:30 A.M. (PACIFIC TIME)

ORGANIZATION

Rob Scargill, the President and Chief Executive Officer and a Director of the Company, took the chair and appointed Nancy Schlepp, Corporate Secretary, of the Company, to act as the Secretary of the Meeting, and Pam Hosfield, a representative of Computershare Investor Services Inc., to act as Scrutineer.

The Chairman presented proof of mailing of the notice of meeting and related materials to shareholders of the Company and read the report of the Scrutineer indicating that the following common shares ("Shares") were represented at the Meeting.

In person:	0 shareholders holding	0 Shares
By proxy:	27 shareholders holding	764,699,440 Shares
TOTAL:	27 shareholders holding	764,699,440 Shares

Percentage of outstanding Shares represented: 93.5%

The Chairman advised that a quorum for the holding of the Meeting was present and that, as notice had been given in the proper manner, the Meeting had been regularly called and properly constituted for the transaction of business.

FINANCIAL STATEMENTS AND REPORT OF AUDITOR

The Chairman then placed before the Meeting the audited consolidated financial statements of the Company and the report of the auditors thereon for the financial year ended June 30, 2018, which had been filed on SEDAR, and asked for any comments or questions. There being none, the Chairman proceeded with the business of the Meeting.

DETERMINATION OF NUMBER OF DIRECTORS

UPON MOTION IT WAS RESOLVED THAT the number of directors of the Company be fixed at five (5).

ELECTION OF DIRECTORS

The Chairman declared the Meeting open for the nomination of directors. The persons named as management's nominees for election as directors in the Information Circular accompanying the Notice of the Meeting were nominated. There were no further nominations.

UPON MOTION IT WAS RESOLVED THAT nominations close and that the following persons nominated be elected as the directors of the Company:

Robert Scargill
Bruce Hooper
Matthew Fitzgerald
Christina Kay Hedrich
Alan Joscelyn

APPOINTMENT AND REMUNERATION OF AUDITORS

UPON MOTION IT WAS RESOLVED THAT Ernst and Young LLP, Chartered Accountants, be appointed auditors of the Company for the ensuing year at a remuneration to be fixed by the directors.

APPROVAL OF STOCK OPTION PLAN

UPON MOTION IT WAS RESOLVED THAT;

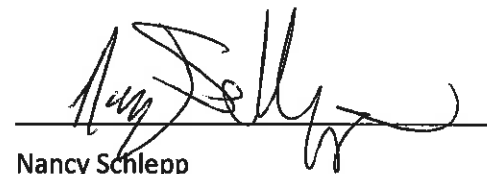
1. The Company approve and ratify, subject to regulatory approval, the Stock Option Plan, pursuant to which the board of directors of the Company may, from time to time, authorize the issuance of options to directors, officers, employees, management and consultants of the Company and its subsidiaries to a maximum of 10% of the issued and outstanding common shares at the time of the grant, with a maximum of 5% of the Company's issued and outstanding common shares being reserved to any one person on a yearly basis; and
2. any director or officer of the Company is hereby authorized and directed, acting for, in the name of and on behalf of the Company, to execute or cause to be executed, and to deliver or cause to be delivered, such other documents and instruments, and to do or cause to be done all such other acts and things, as may in the opinion of such director or officer of the Company be necessary or desirable to carry out the intent of the foregoing resolution. "

TERMINATION

There being no further business to be brought before the Meeting, the Chairman declared the Meeting concluded.



Rob Scargill
CEO



Nancy Schlepp
Corporate Secretary