2016 ANNUAL MEETING OF SHAREHOLDERS

NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notification as Centenera Mining Corporation (the "Company") has decided to use the notice and access model for delivery of meeting materials for its 2016 Annual General Meeting ("Meeting") to its shareholders. This Notice of Meeting is prepared under the notice and access rules that came into effect on February 11, 2013 under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer".* Under notice and access, shareholders still receive a proxy or voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the Information Circular, shareholders receive this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally responsible as it will help reduce paper use and also will reduce the cost of printing and mailing materials to shareholders.

MEETING DATE AND LOCATION	
Date & Time:	Wednesday, June 8, 2016 at 9:00 AM (Vancouver time)
Place:	Suite 2300 – 1177 West Hastings Street, Main Boardroom Vancouver, British Columbia Canada

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

Number of Directors: Shareholders will be asked to set the number of directors of the Company at five (5). Information may be found in the "Particulars of Matters to be Acted Upon – Number of Directors" section of the Information Circular.

Election of Directors: Shareholders will be asked to elect directors of the Company for the ensuing year. Information may be found in the "Particulars of Matters to be Acted Upon – Election of Directors" section of the Information Circular.

Appointment of Auditor: Shareholders will be asked to appoint Smythe LLP, Chartered Professional Accountants as the auditor of the Company for the fiscal year ending October 31, 2016 and to authorize the Company's directors to fix the auditor's remuneration. Information may be found in the "Particulars of Matters to be Acted Upon – Appointment and Remuneration of Auditor" section of the Information Circular.

Approval of Stock Option Plan: Shareholders will be asked to consider and, if thought fit, to pass an ordinary resolution ratifying and approving the Company's Stock Option Plan. Information may be found in the "Particulars of Matters to be Acted Upon – Ratification and Approval of Stock Option Plan" section of the Information Circular.

Other Business: Shareholders may be asked to consider other items of business that may be properly brought before the Meeting. Information respecting the use of discretionary authority to

vote on any such other business may be found in the "Proxy Instructions" section of the Information Circular.

Reference is made to the management information circular of the Company dated April 28, 2016 (the "Information Circular") which contains additional details concerning the matters outlined above.

SHAREHOLDERS ARE REMINDED TO VIEW THE INFORMATION CIRCULAR FOR THE MEETING PRIOR TO VOTING

WEBSITE WHERE MEETING MATERIALS ARE POSTED: www.centeneramining.com

Materials for the Meeting may be viewed online at www.sedar.com

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS:

Shareholders may request paper copies of the materials for the Meeting be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Information Circular was filed on SEDAR through the internet by going to:

www.centeneramining.com

Call the Company toll-free in North America at 1-888-331-0096

Sending an email to marla@centeneramining.com

Requests should be received at least five (5) business days in advance of the proxy cut-off date set out in the accompanying proxy or voting instruction form in order to receive the meeting materials in advance of the date of the Meeting.

VOTING:

Registered shareholders are asked to return their proxies using one of the following methods at least one business day in advance of the proxy cut-off date as set out in the accompanying proxy:

INTERNET: www.investorvote.com

TELEPHONE: 1-866-732-VOTE (8683) Toll Free
1-312-588-4290 Direct Dial for registered holders outside of North America

MAIL: Computershare Trust Company of Canada, Proxy Dept.
100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, CANADA

Non-registered holders are asked to use the voter instruction form provided by your intermediary (bank, trust company or broker) and return it as early as practicable to ensure that it is transmitted on time. It must be received by your intermediary with sufficient time for them to file a proxy by the deadline noted above.

Shareholders with questions about notice-and-access can email the Company at marla@centeneramining.com