



AUXICO RESOURCES CANADA INC.

NOTICE OF 2023 ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual general and special meeting (the “**Meeting**”) of shareholders (“**Shareholders**”) of Auxico Resources Canada Inc. (“**Auxico**” or the “**Corporation**”) will be held on April 12, 2023, at 11:00 am (Eastern Time). It will be possible to join the Meeting via an online video platform, or by phone.

To join the video meeting, please follow the link:

<https://us02web.zoom.us/j/83951059153?pwd=V2k2TWFmcHitWWRLSTRhMkFNZEZMUT09>

Passcode: 798817

To join the meeting by phone, please dial:

From Canada: +1 438 809 7799

From UK: +44 330 088 5830

From US: +1 646 558 8656

From other countries, please find your local number at:

<https://us02web.zoom.us/j/kcSH5xulyx>

Webinar ID: 839 5105 9153

Passcode: 798817

BUSINESS OF THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS:

1. to receive the audited consolidated financial statements of the Corporation for the financial year ended September 30, 2022, together with the auditor’s report thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint BDO LLP as auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix their remuneration;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to re-approve the current rolling 10% stock option plan; and
5. to transact such other business as may properly come before the Meeting and at any adjournment thereof.

The management proxy circular for proxy solicitations provides detailed information on the items that will be brought before the Meeting and is therefore to be considered as forming a part of this notice.

Shareholders unable to attend the Meeting in person should read the notes accompanying the proxy and complete and return the proxy to the Corporation’s Registrar and Transfer Agent within the time and to the location set out in the said notes to the proxy.

The proxy is solicited by Management and you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

The directors have fixed the close of business on March 8, 2023 or, the second to last business day prior to the date of any adjournment or postponement thereof, as the record date for determination of shareholders entitled to notice of and the right to vote at the Meeting by proxy, in accordance with and subject to the provisions of applicable laws.

DATED at Montreal, Quebec this 13th day of March 2023.

BY ORDER OF THE BOARD

(s) Mark Billings

Mark Billings
Executive Chairman of the Board