

**PIMA ZINC CORP.**  
217 Queen Street West, Suite 401  
Toronto, Ontario M5V 0R2

**NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF MEMBERS**

**NOTICE IS HEREBY GIVEN** that an annual and special general meeting (the “**Meeting**”) of the members of **Pima Zinc Corp.** (the “**Company**”) will be held on **Monday, February 8, 2021**, at the hour of 10:00 a.m. (Eastern time), at the office of Irwin Lowy LLP at 217 Queen Street West, Suite 401, Toronto, Ontario M5V 0R2, for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the years ended December 31, 2017, 2018 and 2019 and the reports of the auditors thereon;
2. to elect the directors of the Company;
3. to appoint the auditors of the Company and to authorize the directors to fix their remuneration;
4. to consider and, if deemed advisable, to pass, with or without variation, a special resolution to amend the Company’s memorandum of association to consolidate the issued and outstanding ordinary shares of the Company by changing each block of twenty (20) pre-consolidation ordinary shares of the Company into one post-consolidation ordinary share of the Company;
5. to consider and, if deemed advisable, to pass, with or without variation, a special resolution to amend the Company’s memorandum of association to deregister the Company in the Cayman Islands pursuant to the *Companies Law* (2020 Revision);
6. to consider and, if deemed advisable, to pass, with or without variation, a special resolution to continue the Company into the provincial jurisdiction of British Columbia under the *Business Corporations Act* (British Columbia), on the basis set forth in the accompanying management information circular;
7. to consider and, if deemed advisable, to pass, with or without variation, a resolution to confirm and approve the new stock option plan of the Company; and
8. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

A member wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the Company’s transfer agent and registrar, TSX Trust Company, at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1 not later than 10:00 a.m. (Eastern time) on Thursday, February 4, 2021 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays and holidays, preceding the time of such adjourned meeting.

Members who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Company has by resolution fixed the close of business on Monday, January 4, 2021 as the record date, being the date for the determination of the registered holders of ordinary shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

**COVID-19 GUIDANCE**

**In the context of the effort to mitigate potential risk to the health and safety associated with COVID-19 and in compliance with the orders and directives of the Government of Canada, the Province of Ontario and the City of Toronto, the members are being discouraged from attending the Meeting in person. All members are encouraged to vote on the matters before the Meeting by proxy in the manner set out herein and in the accompanying management information circular dated January 8, 2021 of the Company.**

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual and special general meeting. Additional information about the Company and its financial statements are also available on the Company's profile at [www.sedar.com](http://www.sedar.com).

**DATED** at Toronto, Ontario this 8<sup>th</sup> day of January, 2021.

**BY ORDER OF THE BOARD**

*"Albert Contardi"* (signed)  
Chief Executive Officer and Director