



AUXICO RESOURCES CANADA INC.

NOTICE OF ANNUAL GENERAL MEETING

and

MANAGEMENT INFORMATION CIRCULAR

for the

ANNUAL GENERAL MEETING OF SHAREHOLDERS

to be held on

March 29, 2018

AUXICO RESOURCES CANADA INC.



**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON MARCH 29, 2018**

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Auxico Resources Canada Inc. (“**Auxico**” or the “**Corporation**”) will be held on March 29, 2018 at 10:00 am (Eastern Time), at the offices of the Corporation at 230 Notre Dame Street West, Montreal, Quebec H2Y 1T3, for the following purposes:

1. to receive the audited financial statements of the Corporation for the year ended September 30, 2017 and the report of the auditors thereon;
2. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to fix the number of directors at six (6) and to elect Pierre Gauthier, Mark Billings, Bernard Jun He, Marc Filion, Rick Whittaker and Salvador Brouwer, as the directors of the Corporation to hold office until the next meeting of Shareholders held for the purpose of electing directors or until their successors are otherwise appointed;
3. to appoint the auditors and authorize the directors 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;
5. to transact such other business as may properly be brought 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 February 22, 2018 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, either in person or by proxy, in accordance with and subject to the provisions of applicable laws.

Montreal, February 26, 2018

BY ORDER OF THE BOARD OF DIRECTORS

(s) Pierre Gauthier
CEO