

AUXICO RESOURCES CANADA INC.



**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON JULY 15, 2021**

TAKE NOTICE that in order to comply with the measures imposed by the federal and provincial governments in the context of the COVID-19 pandemic, and in order to mitigate the risks for the health and safety of our communities, shareholders, employees and other stakeholders, the annual meeting (the “Meeting”) of shareholders of Auxico Resources Canada Inc. (“Auxico” or the “Corporation”) will be held solely by means of virtual meeting, rather than in person. Registered shareholders, proxyholders and appointees will all have an equal opportunity to participate at the Meeting online, regardless of their geographic location. However, the vast majority of shareholders vote by proxy in advance, and you are encouraged to vote by proxy ahead of the Meeting.

NOTICE IS HEREBY GIVEN THAT the Meeting of the shareholders (“Shareholders”) of Auxico Resources Canada Inc. (“Auxico” or the “Corporation”) will be held on July 15, 2021, 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/89207527848?pwd=RG5CMTVRT0NVOnlTTmh6dkNwdDRLUT09>

Meeting ID: 892 0752 7848

Passcode: 374309

To join the meeting by phone, please dial:

From Canada: +1 438 809 7799

From UK: +44 330 088 5830

From other countries, please find your local number at:

<https://us02web.zoom.us/u/kbk6lilhol>

Meeting ID: 892 0752 7848

Passcode: 374309

BUSINESS OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS:

1. receiving the audited financial statements of the Corporation for the year ended September 30, 2020 and September 30, 2019 and the report of the auditors thereon;
2. considering 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 Mark Billings, Richard Boudreault, Pierre Gauthier, Sheldon Inwentash, Joseph Lau, and Kenneth “Buzz” West, 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. appointing the auditors and authorize the directors to fix their remuneration;
4. considering 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 June 18, 2021 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, June 10, 2021

BY ORDER OF THE BOARD OF DIRECTORS

(s) Pierre Gauthier
Chairman of the Board and CEO