

AURIC MINERALS CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of Auric Minerals Corp. (the “**Corporation**”) will be held on July 22, 2024 at 10:00a.m. (Toronto Time), in virtual-only format, which will be conducted via Zoom at <https://us06web.zoom.us/j/86166324743?pwd=yURrs4d84o6rtjtYH8OJD4HiPfawMj.1> for the following purposes:

1. to receive and consider the audited annual financial statements of the Corporation for the financial year ended October 31, 2023, together with a report of the auditors thereon;
2. to set the number of directors of the Corporation at four and to elect the directors of the Corporation to serve from the close of the Meeting until the close of the next annual meeting of shareholders of the Corporation or their successors are elected or appointed, all as the case may be, unless his or her office is earlier vacated in accordance with the by-laws of the Corporation or the provisions of the *Canada Business Corporation Act*;
3. to re-appoint CAN Partners LLP, as auditors of the Corporation, to hold office until the next annual meeting of the shareholders of the Corporation and to authorize the directors of the Corporation to fix the auditor’s remuneration;
4. to ratify and confirm the repeal of all existing by-laws of the Corporation and the enactment of a replacement by-law no.1 of the Corporation; and
5. to transact any other business as may properly be brought before the Meeting or any adjournment(s) or postponement thereof.

The details of all matters proposed to be put before the Shareholders at the Meeting are set forth in the information circular of the Corporation (“**Circular**”) accompanying this Notice of Annual General and Special Meeting.

The Circular, and the financial statements for the year ended October 31, 2023 and the accompanying MD&A can be downloaded from <https://integraltransfer.com/auric>.

The record date for determination of the Shareholders entitled to receive notice of and to vote at the Meeting is June 21, 2024 (the “**Record Date**”). No person who becomes a shareholder of the Corporation after the Record Date will be entitled to vote or act at the Meeting or any adjournment thereof. If you wish to be represented by proxy at the Meeting or any adjournment thereof, you must deposit a completed, dated and signed form of proxy with the Corporation’s transfer agent, Integral Transfer Agency Inc. (the “**Transfer Agent**”), by mail at 401 Bay St. #2702, Toronto, ON M5H 2Y4, by facsimile at 647-794-3332, or by e-mail to support@integraltransfer.com prior to 10:00 a.m. (Toronto time) on July 18, 2024 or, if the Meeting is adjourned or postponed, not less than 48 hours (other than a Saturday, Sunday or holiday) prior to the start of the adjourned or postponed meeting. Notwithstanding the foregoing, the Chair of the Meeting has the discretion to accept proxies received after such deadline. If a Shareholder receives more than one form of proxy because such holder owns Common Shares registered in different names or addresses, each form of proxy should be completed and returned.

Registered Shareholders and duly appointed proxyholders can also attend the Meeting online at <https://us06web.zoom.us/j/86166324743?pwd=yURrs4d84o6rtjtYH8OJD4HiPfawMj.1> where they can participate, vote, or ask questions during the Meeting. Shareholders may vote online if they provide the Transfer Agent with their email address by sending their email address to support@integraltransfer.com with the subject line “Auric Minerals Corp 2024 Meeting.”

If you are a non-registered holder of Common Shares and have received these materials from your broker or another intermediary, please complete and return the voting instruction form or other authorization form provided to you by your broker or intermediary in accordance with the instructions provided. Failure to do so may result in your Common Shares not being eligible to be voted at the Meeting.

The form of proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date hereof, management of the Corporation knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Annual and Special Meeting. Shareholders who are planning on returning the accompanying form of proxy are encouraged to review the Circular carefully before submitting the proxy form.

DATED this June 20, 2024.

BY ORDER OF THE BOARD OF DIRECTORS OF AURIC MINERALS CORP.

(Signed) "Dimitri Lakutin"

NAME: DIMITRI LAKUTIN

Title: Chief Executive Officer