

AZTEC MINERALS CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting (the “**Meeting**”) of Shareholders of **AZTEC MINERALS CORP.** (the “**Corporation**”) will be held at Suite 810 – 625 Howe Street, Vancouver, British Columbia, on Monday, the 20th day of June, 2022, at 9:00 a.m. (Vancouver time), for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2021, together with the report of the auditor thereon;
2. to re-appoint Smythe LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix their remuneration;
3. to determine the number of directors at five;
4. to elect five directors for the ensuing year;
5. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution to approve the adoption of a new 10% rolling stock option plan of the Corporation, as more particularly described in the accompanying information circular of the Corporation (the “**Information Circular**”);
6. to consider, and if thought fit, to pass, with or without variation, an ordinary resolution to ratify, confirm and approve the Corporation’s advance notice policy relating to the nomination of directors for election at shareholder meetings, as described in the accompanying Information Circular; and
7. to transact such further or other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

Accompanying this Notice of Meeting are an Information Circular and a form of proxy (or a voting instruction form if you hold common shares through a broker or other intermediary). The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice of Meeting.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their common shares will be voted at the Meeting, must complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular accompanying this Notice of Meeting.

If you are a non-registered shareholder of the Corporation and received this Notice and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

Only holders of common shares of record as at the close of business on May 12, 2022 will be entitled to vote at the Meeting.

DATED at Vancouver, British Columbia, this 12th day of May, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

“Bradford J. Cooke” (signed)

Bradford J. Cooke
Chairman