
**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD DECEMBER 8, 2022**

NOTICE IS HEREBY GIVEN that the **Annual General and Special Meeting** (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of **MEXICAN GOLD MINING CORP.** (the “**Company**”) will be held by web/teleconference on **Thursday, December 8, 2022, at 10:00 a.m. (Pacific Time)** for the following purposes:

1. to receive and consider the audited financial statements of the Company, together with the notes thereto and auditor’s report thereon, for the financial year ended June 30, 2022;
2. to fix the number of directors at three (3);
3. to elect directors of the Company to hold office until the next annual meeting of Shareholders;
4. to appoint Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration to be paid to the auditor;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the Company’s “10% rolling” stock option plan, as amended October 20, 2022, in the form attached as Schedule “A” to and as more particularly described in the accompanying Management Information Circular dated October 20, 2022 (the “**Circular**”); and
6. to transact such further and other business as may be properly brought before the Meeting and any adjournment thereof.

The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Shareholders are advised to review the Circular before voting.

No other matters are contemplated, however, any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such further and other business as may properly come before the Meeting or any adjournment. Also accompanying this Notice is a (i) form of proxy or voting instruction form, and (ii) financial statements request form.

The board of directors of the Company (the “**Board**”) has fixed the close of business on October 20, 2022, as the record date for the determination of the Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. Registered shareholders and duly appointed proxyholders wishing to attend, ask questions and vote at the Meeting should follow the teleconference registration process below.

WEB/TELECONFERENCE REGISTRATION

Registered Shareholders and proxyholders who have completed the Company's web/teleconference registration process will be able to attend the Meeting via web/teleconference. Non-registered Shareholders who have appointed themselves as proxyholder through their intermediary will also be permitted to attend the Meeting via web/teleconference. Non-registered Shareholders who have not duly appointed themselves as proxyholder will not be permitted to attend the Meeting. This procedure is in place to ensure that the Company and its transfer agent can verify the identity of attending Shareholders. The Company and its transfer agent do not have a record of the Company's non-registered Shareholders and, as a result, will have no knowledge of their shareholdings or entitlement to vote unless they appoint themselves as proxyholder. Please refer to the "Appointment of Proxy" and "Advice to Non-Registered Shareholders" sections of the Circular for additional information.

WEB/TELECONFERENCE REGISTRATION PROCESS

Advance registration for the Meeting is required by emailing the following information to janet@keystonecorp.ca:

- (a) the name of the Shareholder in which common shares of the Company are held; and
- (b) an email address and/or telephone number at which a Company representative may contact such Shareholder in order to provide the web/teleconference number, Meeting ID and passcode, or request additional information, as necessary.

Web/teleconference details will be provided only to Shareholders and proxyholders who have completed the advance registration process.

In order to streamline the Meeting process, the Company encourages Shareholders to vote in advance of the Meeting using the form of proxy or voting instruction form provided with this Notice and the Circular and submit votes no later than December 6, 2022, at 10:00 a.m. (Pacific Time), the cut-off time for the deposit of proxies prior to the Meeting, or such earlier time as may be directed in the form.

If you are a non-registered shareholder and receive these materials through your broker or other intermediary, please complete and return your voting form in accordance with the instructions provided to you by your broker or other intermediary. Failure to do so may result in your shares not being voted by proxy at the Meeting.

DATED at Vancouver, British Columbia, this 20th day of **October, 2022**.

BY ORDER OF THE BOARD OF DIRECTORS:

/s/ Jack Campbell

Jack Campbell
Chief Executive Officer, President and Director