



**Mexican Gold Mining Corp.**  
WeWork c/o Mexican Gold Mining Corp.  
1600 - 595 Burrard Street  
Vancouver, British Columbia  
V7X 1L4 Canada

**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 of common shares (“**Shareholders**”) of **MEXICAN GOLD MINING CORP.** (the “**Company**”) will be held on **Thursday, December 7, 2023, at 11:00 a.m. (Pacific Time)** at **16th Floor, 595 Burrard Street, Bentall III, Vancouver, BC V7X 1L4, in Boardroom D**, for the following purposes:

1. to receive the audited financial statements of the Company for the year ended June 30, 2023, together with the report of the auditor thereon;
2. to fix the number of directors to be elected at the Meeting at three (3);
3. to elect three (3) directors of the Company to hold office until the next annual meeting of Shareholders;
4. to appoint Crowe Mackay 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, dated for reference October 20, 2022, as more particularly described in the accompanying Management Information Circular of the Company dated October 19, 2023 (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. Although no other matters are contemplated, the Meeting may also consider the transaction of such other business, and any permitted amendment to or variation of any matter identified in this Notice, as may properly come before the Meeting or any adjournment thereof. Shareholders are advised to review the Circular before voting.

The board of directors of the Company (the “**Board**”) has fixed Thursday, October 19, 2023, as the record date (the “**Record Date**”) for determining Shareholders who are entitled to receive notice and to vote at the Meeting. Only Shareholders of record at the close of business on the Record Date will be entitled to vote at the Meeting.

Registered Shareholders unable to attend the Meeting in person and who wish to ensure that their common shares (“**Shares**”) will be voted at the Meeting are requested to complete, date and sign a form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Circular **no later than December 5, 2023, at 11:00 a.m. (Pacific Time), the cut-off time for the deposit of proxies prior to the Meeting.**

NOTICE OF MEETING

Non-registered (or beneficial) Shareholders who plan to attend the Meeting must **follow the instructions set out in the voting instruction form**. If you hold your Shares in a brokerage account, you are a non-registered (or beneficial) Shareholder. If voting by proxy, please **carefully follow the instructions of your broker or intermediary in order to ensure your Shares are voted at the Meeting**.

**DATED** at Vancouver, British Columbia, this **19<sup>th</sup>** day of **October 2023**.

BY ORDER OF THE BOARD:

*/s/ Jack Campbell*

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Jack Campbell  
Chief Executive Officer, President and Director