



Mexican Gold Mining Corp.
555 Burrard Street, P.O. Box 272
Vancouver, British Columbia
V7X 1M8 Canada

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the **Annual General Meeting** (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of **MEXICAN GOLD MINING CORP.** (the “**Company**”) will be held on **Friday, December 6, 2024, at 10:00 a.m. (Pacific Time)** at **221 – 998 Harbourside Drive, North Vancouver, British Columbia, V7P 3T2**, for the following purposes:

1. to receive the audited financial statements of the Company for the year ended June 30, 2024, 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 amended October 21, 2024), as more particularly described in the accompanying Management Information Circular of the Company dated October 21, 2024 (the “**Circular**”); and
6. to transact such further and other business as may be properly brought before the Meeting and any adjournment thereof.

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 and any adjournment thereof.

Accompanying this Notice is (i) the Circular, (ii) a form of proxy, and (iii) a request for financial statements form. The 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.

The board of directors of the Company (the “**Board**”) has fixed October 21, 2024, as the record date (the “**Record Date**”) for determining Shareholders who are entitled to receive notice of, and to vote at, the Meeting. Only Shareholders of record at the close of business on the Record Date, and the duly appointed proxyholders thereof, 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 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 4, 2024, at 10:00 a.m. (Pacific Time)**, the cut-off time for the deposit of proxies prior to the Meeting.

NOTICE OF MEETING

If you are a registered Shareholder of the Company and are unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's registrar and transfer agent, Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department, no later than 10:00 a.m. on Wednesday, December 4, 2024, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any reconvening of the Meeting, if adjourned.

If you are a non-registered (or beneficial) owner of common shares of the Company receiving 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 securities on your behalf, please complete and return the materials in accordance with the instructions provided to you by your intermediary.

Shareholders and duly appointed proxyholders, who plan to attend the Meeting, are advised that the location of the Meeting has restricted access. Therefore, the Company advises Shareholders and duly appointed proxyholders planning to attend the Meeting to pre-register. To pre-register attendance, please contact the Meeting Coordinator via email to issuers@keystonecorp.ca.

DATED at Vancouver, British Columbia, this **21st** day of **October 2024**.

ON BEHALF OF THE BOARD

/s/ Jack Campbell

Jack Campbell
Chief Executive Officer, President, and Director