

O3 MINING INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual and special meeting (the "**Meeting**") of the shareholders ("**Shareholders**") of O3 Mining Inc. (the "**Corporation**") will be held at the offices of 155 University Avenue, Suite 1440, Toronto, Ontario, Canada, M5H 3B7 on June 26, 2020 at 10:00 a.m. (Toronto time).

To proactively deal with the unprecedented public health impact of corona virus disease 2019, also known as COVID-19, and to mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders, we are inviting Shareholders to participate in the Meeting by dialing in to our conference line at: 1-866-862-7608 (North America Toll Free) or 1-416-343-4287 (Outside North America), followed by the Conference ID 5834086. Participants should dial in 5-10 minutes prior to the scheduled start time and ask to join the call. Shareholders will have an equal opportunity to participate at the Meeting through this method regardless of their geographic location. In view of the current COVID-19 outbreak, we encourage shareholders to not attend the meeting in person, particularly if they are experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. We will also take additional precautionary measures in relation to the physical Meeting, limiting access to essential personnel, registered shareholders and proxy holders entitled to attend and vote at the Meeting. As always, we encourage shareholders to vote their shares prior to the meeting.

The meeting is held for the following purposes:

1. to receive and consider the financial statements of the Corporation for the year ended December 31, 2019 and the report of the auditors thereon;
2. to appoint PricewaterhouseCoopers LLP, Chartered Accountants as the auditor of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
3. to consider, and if deemed advisable, to pass with or without variation, a special resolution to authorize the board of directors of the Corporation to set the number of directors from time to time within the minimum and maximum number of directors set forth in the articles of the Corporation, in accordance with Section 125(3) of the *Business Corporations Act* (Ontario), provided that the total number of directors so set may not exceed one-third of the number of directors elected at the previous annual general meeting of shareholders, as more particularly described in the accompanying Management Information Circular (the "**Circular**");
4. to elect the directors of the Corporation for the ensuing year;
5. to consider, and if deemed advisable, to pass with or without variation, an ordinary resolution to approve the Corporation's existing 10% rolling Stock Option Plan, as more particularly described in the Circular; and
6. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Circular.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is May 14, 2020 (the "**Record Date**"). Shareholders whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof. To be effective, the enclosed form of proxy must be mailed, hand delivered, faxed or voted online or by telephone so as to reach or be deposited with Computershare Investor Services Inc. at 100 University Avenue, 8th Floor, Toronto, Ontario, Canada, M5J 2Y1, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

DATED this 14th day of May, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS OF
O3 MINING INC.**

(signed) "*José Vizquerra Benavides*"

José Vizquerra Benavides
President and Chief Executive Officer