

## FIRST MEXICAN GOLD CORP.

Suite 1000, 355 Burrard Street  
Vancouver, British Columbia V6C 2G8

### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual general and special meeting (the "**Meeting**") of shareholders of **First Mexican Gold Corp.** (the "**Company**") will be held on **Monday, December 16, 2019**, at the hour of 10:30 a.m. (Pacific Standard time), at the office of K MacInnes Law Group at Suite 1100, 736 Granville Street, Vancouver, British Columbia V6Z 1G3 for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the years ended December 31, 2017 and December 31, 2018 and the respective report of the auditors thereon;
2. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution fixing the number of directors of the Company at three;
3. to fix the number of directors at three and to thereafter elect the directors of the Company;
4. to confirm the appointment by the directors of the Company of, and to appoint, the auditors of the Company and to authorize the directors of the Company to fix their remuneration;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving and adopting a new stock option plan of the Company, as more fully described in the accompanying management information circular;
6. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of the disinterested shareholders of the Company authorising the Company to make an application to voluntarily delist the common shares of the Company from the TSX Venture Exchange ("**TSXV**"), as more fully described in the accompanying management information circular;
7. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of the disinterested shareholders of the Company approving the issue of securities of the Company on a private placement basis to Irwin Professional Corporation ("**IPC**") which will result in IPC becoming a new "Control Person" (as such term is defined in the TSXV Corporate Finance Manual) of the Company, as more fully described in the accompanying management information circular;
8. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to effect the consolidation of all of the issued and outstanding common shares of the Company on the basis of up to twenty (20) old common shares for one (1) new common share, as more fully described in the accompanying management information circular; and
9. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his or her duly executed form of proxy with the Company's transfer agent and registrar, Computershare Trust Company of Canada, 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 not later than 10:30 a.m. (Pacific Standard time) on Thursday, December 12, 2019 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Company has by resolution fixed the close of business on Friday, November 8, 2019 as the record date, being the date for the determination of the registered holders of common shares of the Company

entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual general and special meeting. Additional information about the Company and its consolidated financial statements are also available on the Company's profile at [www.sedar.com](http://www.sedar.com).

**DATED** at Toronto, Ontario this 14<sup>th</sup> day of November, 2019.

**BY ORDER OF THE BOARD**

*"Jessica Whitton" (signed)*  
Interim Chief Executive Officer