

FREDONIA MINING INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

The Annual and Special Meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Fredonia Mining Inc. (the “**Corporation**”) will be held on Tuesday, October 12, 2021 at 9:30 a.m. (Toronto time) for the following purposes:

- to receive the audited consolidated financial statements of the Corporation for the year ended September 30, 2020, together with the auditors’ report thereon;
- to elect the directors of the Corporation;
- to appoint MNP LLP as auditors of the Corporation for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
- to consider and, if thought appropriate, pass an ordinary resolution substantially in the form set out in the accompanying management information circular to approve the Corporation’s existing stock option plan;
- to consider and, if thought appropriate, pass a special resolution substantially in the form set out in the accompanying management information circular to authorize and direct the Corporation to amend the CPC Escrow Agreement (as such term is defined in the policies of the TSXV) in accordance with TSXV Policy 2.4 – *Capital Pool Companies* (as amended at January 1, 2021);
- to consider, and, if deemed advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in the Circular, approving the continuance of the Corporation from governance under the *Business Corporations Act* (Alberta) to the *Business Corporations Act* (Ontario) and the adoption of a new general by-law; and
- to transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying management information circular dated September 8, 2021 (the “**Circular**”), provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice. Please review the Circular carefully and in full prior to completing and returning the enclosed proxy or voting instruction form, as the Circular has been prepared to help make an informed decision on the matters to be acted upon.

Concerns and Restrictions Relating to COVID-19

This year, in order to proactively deal with the unprecedented health impact of the global COVID-19 pandemic, and to protect the health and safety of Shareholders, employees, other stakeholders and the community, and to comply with the procedures imposed by both federal and provincial governments, Shareholders are strongly encouraged to vote on the matters before the Meeting by proxy, appointing the management nominees named in the accompanying form of proxy provided to Shareholders by their intermediary or the Corporation, in order to limit the number of attendees in person. If you wish to attend the meeting in person, kindly notify Carlos Espinosa, Chief Financial Officer of the Corporation, at cespinosa@slgmexico.com.ca by no later than October 4, 2021. In the event the number of in-person attendees exceeds the allowable number of individuals for indoor gatherings pursuant to the provincial COVID-19 public health guidelines, the Corporation may determine to hold the Meeting via an electronic format and reserves the right to limit entry to any person in accordance with applicable provincial guidelines. **We strongly suggest you do vote by proxy and do not attend in person. If you intend to vote by proxy, you must vote on the matters before the Meeting by proxy not later than 48 hours (excluding Saturdays, Sundays or statutory holidays in the Province of Ontario) before any adjournment or postponement of the Meeting.** We are not aware of any items of business to be brought before the Meeting other than those described in the enclosed Meeting materials.

Every Shareholder at the close of business on September 7, 2021 is entitled to receive notice of, and vote their Common Shares at, the Meeting.

IMPORTANT

It is desirable that as many common shares as possible be represented at the Meeting. If you would like your Common Shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. Shareholders who are not present at the Meeting may exercise their right to vote by dating, signing and returning the enclosed form of proxy, or other appropriate form of proxy (each, a “**Form of Proxy**”) in accordance with the instructions set out in the Circular. **A Form of Proxy will not be valid unless it is deposited at the offices of the Corporation’s registrar and transfer agent, TSX Trust Company at 301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, so as to arrive not later than 9:30 a.m. (Toronto time) on October 7, 2021 or on the second day (excluding Saturdays, Sundays, and holidays) preceding the time of any adjournment of the Meeting.**

Non-registered beneficial Shareholders should follow the instructions of their intermediaries in order to vote their Common Shares.

BY ORDER OF THE BOARD OF DIRECTORS

“Estanislao Ricardo Auriemma”
Chief Executive Officer
September 8, 2021