



OROCO RESOURCE CORP.
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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an annual general and special meeting (the “**Meeting**”) of shareholders of Oroco Resource Corp. (the “**Company**”) will be held at 402 – 1166 Alberni Street, Vancouver, British Columbia, on:

Thursday, December 19, 2019

at 2:00 p.m. (Vancouver time) for the following purposes:

1. to receive the annual financial statements of the Company for its fiscal year ended May 31, 2019, and the report of the auditors thereon;
2. to fix the number of directors at four (4);
3. to elect directors for the ensuing year;
4. to appoint Davidson & Company LLP, Chartered Accountants as auditors of the Company and to authorize the directors to fix the auditors’ remuneration;
5. to consider and, if thought fit, to approve an ordinary resolution to re-approve the Company’s 2007 stock option plan, as more particularly described in the accompanying management information circular (the “**Information Circular**”);
6. consider and, if deemed advisable, to pass, with or without variation, a resolution to approve the Company’s option to acquire Altamura Copper Corp. (“**Altamura**”) and advance loans to Altamura, on the terms and conditions set forth in the agreements dated September 27, 2018, as amended, and as more particularly described in the accompanying Information Circular; and
7. to transact any other business which may properly come before the Meeting, or any adjournment thereof.

Accompanying this Notice is the Information Circular and either a form of proxy (the “**Proxy**”) or a voter information form (the “**VIF**”). A shareholder entitled to vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his/her stead. If you are unable to attend the Meeting, or any adjournment thereof, in person, please date, execute, and return the enclosed Proxy or VIF in accordance with the instructions set out in the notes to the Proxy/VIF and any accompanying information from your intermediary.

DATED at Vancouver, British Columbia, this 19th day of November, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

“*Steve Vanry*”
Director and Chief Financial Officer

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.