



OROCO RESOURCE CORP.

1201 – 1166 Alberni Street
Vancouver, British Columbia
V6E 3Z3 Canada
www.orocoresourcecorp.com
Tel: +1 (604) 688-6200

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the holders of Common Shares of Oroco Resource Corp. (the “**Company**”) will be held on Wednesday, December 23, 2020 at 11:00 a.m. (Vancouver, British Columbia time) for the following purposes:

1. to receive the annual financial statements of the Company for its fiscal year ended May 31, 2020 and May 31, 2019, and the report of the auditors thereon;
2. to fix the number of directors at six (6);
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**”); and
6. to transact any other business which may properly come before the Meeting, or any adjournment thereof.

The Meeting will be deemed to be held at the offices of the Company, Suite 1201 – 1166 Alberni Street, Vancouver, British Columbia, Canada. However, **the Meeting will be held in virtual-only format. You will not be able to attend the Meeting in person.** Shareholders may attend the Meeting by contacting the Company by email at info@orocoresourcecorp.com or by telephone at 604-688-6200 to obtain a web link that will permit them to attend the Meeting by video conference.

The Board of Directors has fixed the close of business on **November 18, 2020** as the record date for determining holders of common shares who are entitled to notice of and to attend and vote at the Meeting.

Accompanying this Notice is an Information Circular dated November 18, 2020, a form of proxy (“**Proxy**”) or voting instruction form (“**VIF**”) and a reply card for use by shareholders who wish to receive the Company’s interim and/or annual financial statements. The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

This year, as part of our corporate social responsibility in response to COVID-19, and in order to mitigate potential risks to the health and safety of our shareholders, employees, communities and other stakeholders, the Company will not be permitting in person voting at the Meeting, and shareholders must vote by Proxy in advance of the Meeting in order to have their votes counted. Registered shareholders who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the Proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the Proxy or VIF to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.

DATED at Vancouver, British Columbia, this 18th day of November, 2020.

ON BEHALF OF THE BOARD

signed "Craig Dalziel"

Craig Dalziel, Chief Executive Officer

Please submit the accompanying Proxy or VIF well in advance of the voting deadline of 11:00 a.m. (PST) on Monday, December 21, 2020 or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time to which the Meeting may be adjourned or postponed. In person voting will not be permitted at the Meeting due to the COVID-19 pandemic. The accompanying Information Circular provides further information respecting proxies and the matters to be considered at the Meeting and is deemed to form part of this Notice of Meeting.

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.