



**NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS
to be held on July 31, 2018 at 2:00 pm Newfoundland Time
at W240, 120 Torbay Road, St. John's, NL A1A 2G8**

NOTICE IS HEREBY GIVEN that the Annual General & Special Meeting (the "Meeting") of the shareholders of Aurion Resources Ltd. ("**Aurion**" or the "**Corporation**") will be held in the Corporation's boardroom at Suite W240, 120 Torbay Road, St. John's, Newfoundland A1A 2G8 on Tuesday, July 31, 2018 at 2:00 pm local time to consider resolutions for the following purposes:

1. To receive and consider the comparative financial statements of the Corporation for the financial year ended December 31, 2017, together with the report of the auditor thereon;
2. To set the number of directors at six (6);
3. To elect directors for the ensuing year;
4. To appoint Davidson & Company LLP as auditor of the Corporation for the ensuing year and to authorize the directors to determine the remuneration to be paid to the auditor;
5. To consider and, if thought fit, to pass with or without variation, a special resolution: (i) approving the continuance of the Corporation (the "**Continuance**") from the Province of Alberta under the provisions of the *Business Corporations Act* (Alberta) ("**ABCA**") and into the Province of British Columbia under the provisions of the *Business Corporations Act* (British Columbia) ("**BCBCA**"); (ii) to adopt new constating documents of the Corporation upon the Continuance; and (iii) to repeal the existing by-laws of the Corporation upon completion of the Continuance;
6. To consider and, if thought fit, pass an ordinary resolution approving the adoption of a new stock option plan, as more particularly described in the Information Circular under the heading "Particulars of Matters to be Acted Upon - Adoption of New Stock Option Plan"; and
7. To transact such other business as may properly be put before the meeting;

The accompanying information circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice.

Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed proxy. A proxy will not be valid unless it is deposited by mail or by fax at the office of Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 9th Floor, Toronto, ON M5J 2Y1 [Fax: Within North America: 1-866-249-7775, Outside North America: (416) 263-9524] not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or an adjournment thereof. Only Shareholders of record on June 26, 2018 are entitled to receive notice of and vote at the Meeting.

DATED at St. John's, Newfoundland this 26th day of June 2018

BY ORDER OF THE BOARD OF DIRECTORS OF
AURION RESOURCES LTD.

/s/ "**Michael Basha**"
President & Director