

AUQ GOLD MINING INC.
Suite 1000 - 409 Granville Street
Vancouver, BC V6C 1T2
Telephone No. : (604) 602-0001

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general meeting of shareholders of **AUQ Gold Mining Inc.** (the “Company”) will be held at Suite 702 – 777 Hornby Street, Vancouver, British Columbia, Canada, by In Person / Teleconference Call meeting, on Monday, April 25, 2022, at 10:00 a.m. Pacific Time (the “Meeting” and herein the “Notice”). In light of the ongoing public health concern related to COVID-19 and in order to comply with measures imposed by the federal and provincial governments, the Company is encouraging shareholders and others not to attend the Meeting in person.

The Company is offering shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call. Simply join the meeting at + 1 778 907 2071 (Vancouver), or find your local number at <https://us02web.zoom.us/j/kcsAGif8JS>. The Meeting ID is 961 559 1101 and Passcode is 747787.

As at the date of this Notice and the accompanying Circular, it is the intention of the Company to hold the Meeting at the location stated above in this Notice. We are continuously monitoring development of the current coronavirus (COVID-19) outbreak (“COVID-19”). In light of the rapidly evolving public health guidelines related to COVID-19, we ask shareholders to consider voting their shares by proxy and not attend the meeting in person. Those shareholders who do wish to attend the Meeting in person, should carefully consider and follow the instructions of the federal Public Health Agency of Canada available at: <https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>. We ask that shareholders also review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days immediately prior to the Meeting. All shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the Circular accompanying this Notice.

*The Company reserves the right to take any additional precautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has travelled to/from outside of Canada within the 14 days immediately prior to the Meeting; (v) denying access to persons that do not have evidence of full vaccination or a negative COVID-19 rapid test result completed within 24 hours immediately prior to the Meeting, and (vi) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any changes to the Meeting format occur, the Company will announce any and all of these changes by way of news release, which will be filed under the Company’s profile on SEDAR. We strongly recommend you check the Company’s SEDAR profile prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Company will **NOT** prepare or mail amended Meeting Proxy Materials.*

In light of the ongoing public health concern related to COVID-19 and in order to comply with measures imposed by the federal and provincial governments, the Company is encouraging shareholders and others NOT to attend the Meeting in person.

Any Shareholder who wishes to attend the Meeting in person must contact the Company at least 48 hours prior to the Meeting at 604-602-0001.

The Meeting is to be held for the following purposes:

1. to table the audited consolidated financial statements of the Company for its financial years ended February 28, 2021 and February 29, 2020, the report of the auditor thereon and the related management discussion and analysis;
2. to set the number of directors for the ensuing year at three;

3. to elect directors of the Company for the ensuing year;
4. to appoint an auditor for the Company for the ensuing year and to authorize the directors to fix the auditor's remuneration; and
5. to ratify and approve the Company's Stock Option Plan and the Restricted Share Unit Plan for continuation until the next annual meeting of shareholders as more particularly set out in the attached Circular dated February 22, 2022.

THE BOARD OF DIRECTORS AND MANAGEMENT REQUEST ALL SHAREHOLDERS VOTE BY PROXY AND NOT ATTEND THE MEETING IN PERSON.

In order to be valid and acted upon at the Meeting, proxies must be received no later than 10:00 a.m., Pacific Time, on Thursday, April 21, 2022, or not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time for holding the Meeting or any postponement(s) or adjournment(s) thereof. Failure to so deposit a form of proxy will result in its invalidation. Notwithstanding the foregoing, the chair of the Meeting has the discretion to accept proxies received after such deadline.

A Circular accompanies this Notice. The Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however, any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The financial statements for the year ended February 28, 2021, the report of the auditor and the related management discussion and analysis will be made available at the Meeting and are available on www.sedar.com.

Registered shareholders who are unable to attend the Meeting in person and 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 form of proxy and in the Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are a non-registered shareholder.

DATED at Vancouver, British Columbia, Canada, as at February 22, 2022.

BY ORDER OF THE BOARD

"Glen Macdonald" (signed)

Glen Macdonald
Chief Executive Officer