



**ANNUAL GENERAL MEETING
OF SHAREHOLDERS
TO BE HELD ON FRIDAY, JULY 15, 2022
NOTICE OF MEETING
AND MANAGEMENT PROXY AND INFORMATION CIRCULAR**

THIS NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF VISCOUNT MINING CORP. OF PROXIES TO BE VOTED AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF VISCOUNT MINING CORP. TO BE HELD ON FRIDAY, JULY 15, 2022.

TO BE HELD AT:

**1100-1111 Melville Street
Vancouver BC V6E 3V6
At 10:00 am**

Dated: June 10, 2022

VISCOUNT MINING CORP.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT AN ANNUAL GENERAL MEETING (the “**Meeting**”) of holders of common shares (“**Common Shares**”) of Viscount Mining Corp. (the “**Corporation**”) will be held at the offices of Suite 1100-1111 Melville Street Vancouver BC V6E 3V6 on Friday, July 15, 2022, at 10:00 a.m. for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial year ended August 31, 2021, and the report of the auditor thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting at FIVE (5);
3. to elect the Board of Directors of the Corporation for the ensuing year;
4. to appoint the auditor of the Corporation for the ensuing year and to authorize the Board of Directors to fix the auditor’s remuneration;
5. to consider, and if thought fit, approve the ordinary resolution, as more particularly set forth in the accompanying Management Information Circular prepared for the purpose of the Meeting, relating to the re-approval of the stock option plan of the Corporation; and
6. to transact such other business as may be properly brought before the meeting or any adjournment thereof.

DATED this 10th day of June, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

signed “Jim MacKenzie”

Jim MacKenzie

Chief Executive Officer and Director
