

VEGA MINING INC.
SUITE 3123 – 595 BURRARD STREET
P.O. BOX 49139, THREE BENTALL CENTRE
VANCOUVER, BC V7X 1J1
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**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD MONDAY, DECEMBER 4, 2023**

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of the shareholders of **Vega Mining Inc.** (the “**Company**”) will be held at Suite 3123 - 595 Burrard Street, Vancouver, British Columbia, V7X 1J1, Canada on Monday, December 4, 2023, at 9:00 a.m. (Vancouver Time).

The Meeting is to be held for the following purposes:

1. To increase the number the number of directors of the Company for the ensuing year from five (5) to six (6).
2. To elect additional directors for the ensuing year.
3. To consider and, if deemed advisable, to pass a special resolution, with or without variation, authorizing and approving the continuance of the Company from Province of British Columbia under the *Business Corporations Act* (British Columbia) into the federal jurisdiction of Canada under the *Canada Business Corporations Act*, and the adoption of a new general by-law of the Company (attached as Appendix A to the Management Information Circular dated October 30, 2023 (the “**Management Information Circular**”)), as more fully described in the Management Information Circular, with the full text of the resolution set forth in the Management Information Circular (the “**Continuance Resolution**”).
4. To transact such further and other business as may be properly brought before the Meeting and any adjournment or postponement thereof.

The accompanying Management 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. 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 further and other business as may properly come before the Meeting or any adjournment or postponement thereof.

Registered Shareholders 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 Information 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 as of this 30th day of October, 2023.

By order of the board of directors of **VEGA MINING INC.**

/s/ Gordon Friesen

Gordon Friesen

Chief Executive Officer, Chief Financial Officer and Director