

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the **Annual General and Special Meeting** of shareholders (the “**Meeting**”) of **MONTERO MINING AND EXPLORATION LTD.** (the “**Company**”) will be held at the offices of Peterson McVicar LLP at 110 Yonge Street, Suite 1601, Toronto, Ontario, on **Wednesday, December 13, 2023**, at **9:30 a.m.** (Eastern Time) for the following purposes:

- to receive the audited financial statements of the Company for the financial years ended December 31, 2022 and 2021, together with the auditor’s report thereon;
- to fix number of directors at four (4);
- to elect directors for the ensuing year;
- to re-appoint Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, as the Company’s auditor for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditor;
- to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to re-approve the Company’s rolling Stock Option Plan, as more particularly described in the accompanying management information circular; and
- to transact such other business as may properly come before the Meeting or any adjournments thereof.

The accompanying management information circular (the “**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. Also accompanying this Notice are (i) Form of Proxy or Voting Instruction Form, and (ii) Financial Statement Request Form. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

Only shareholders of the Company (the “**Shareholders**”) of record at the close of business on **November 6, 2023**, will be entitled to receive notice of and vote at the Meeting or any adjournments or postponements thereof. All Shareholders may attend the Meeting and are entitled to vote at the Meeting either in person or by proxy. Each common share of the Company (a “**Common Share**”) is entitled to one vote on each item of business to be heard at the Meeting.

**Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Common 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.**

A “beneficial” or “non-registered” Shareholder will not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. **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 Common Shares will be voted at the Meeting. If you hold your Common Shares in a brokerage account, you are not a registered Shareholder.**

**The Meeting will be held for the sole purpose of the matters to be voted on, see “Section 3 – The Business of the Meeting” and no corporate update or investor presentation will be provided. In the event it is not possible or advisable to hold the Meeting in person or a decision is made to change the date, time or location of the Meeting, the Company will announce, by press release, alternative**

arrangements for the Meeting as promptly as practicable. The press release will be available under the Company's profile on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)). If you are planning to attend the Meeting, please check our press releases on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)) before attending the Meeting.

Shareholders are entitled to vote at the Meeting either in or by proxy in accordance with the procedures described in the Information Circular accompanying this notice. The Company is encouraging all shareholders to vote by proxy in advance of the Meeting. To be effective, the enclosed form of proxy or voting instruction form must be mailed or faxed so as to reach or be deposited with the Odyssey Trust Company, Proxy Department, Suite 702, 67 Yonge St., Toronto, ON M5E 1J8, by email to [proxy@odysseytrust.com](mailto:proxy@odysseytrust.com), by facsimile at (800) 517-4553 (toll free within Canada and the U.S.) or 416-263-9524 (international), or by Internet voting at <https://vote.odysseytrust.com>, not later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time fixed for the Meeting or any postponements or adjournments thereof

**SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR BEFORE VOTING.**

**DATED** at Vancouver, British Columbia, this 6<sup>th</sup> day of **November, 2023**.

BY ORDER OF THE BOARD OF DIRECTORS:

Signed: "*Antony Harwood*"  
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DR. ANTONY HARWOOD  
President, Chief Executive Officer and Director