

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

Notice is hereby given that the annual general and special meeting (the "Meeting") of the shareholders of **Durango Resources Inc.** (the "Company") will be held on **September 6th, 2022**, at 702-777 Hornby Street, Vancouver, B.C., Canada, V6Z 1S2, at the hour of **10:00 a.m.** (Pacific Time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the financial year ended July 31, 2021, together with the auditor's report thereon;
2. To set the number of directors to 4 (four) and elect directors to hold office until the next annual general meeting;
3. To appoint an auditor for the Company for the ensuing financial year and to authorize the directors to fix the remuneration to be paid to the auditor;
4. To consider, and if thought fit, to pass, with or without variation, an ordinary resolution to ratify, confirm and approve the Company's new option plan dated for reference July 15, 2022 and attached as Schedule "B" to, and as more particularly described in, the Information Circular accompanying this Notice of Annual General and Special Meeting (the "Information Circular");
5. To consider, and if thought fit, to approve a special resolution approving the amendment of the Company's Articles such that the existing Articles be replaced in their entirety with the form of Articles set out in Schedule "A" of the Information Circular, as more particularly described in the Information Circular;
6. To consider, and if thought fit, to approve a special resolution approving an increase to the authorized share structure of the Company from 100,000,000 common shares without par value to an unlimited number of common shares without par value and to alter the Notice of Articles of the Company accordingly; and
7. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Annual General and Special Meeting.

The Company's board of directors has fixed **July 8, 2022**, as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Endeavor Trust Corporation, at their offices located in Suite 702-777 Hornby Street, Vancouver, BC V6Z 1S4 or by telephone at 1-604-559-8880 or internet by **10:00 AM** on **September 2nd, 2022** (Pacific Time), or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Annual General and Special Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or

other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the "Intermediary"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 8th day of July 2022.

BY ORDER OF THE BOARD

/s/ Marcy Kiesman

Marcy Kiesman

President, Chief Executive Officer and Director