

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of shareholders of Adex Mining Inc. (the "**Corporation**") will be held in a virtual only format which will be conducted via live audio webcast on December 23, 2022 at 9:00 a.m. (EST) for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2021, together with the auditors' report thereon;
2. to elect directors;
3. to re-appoint MNP LLP, Chartered Professional Accountants, as auditors of the Corporation and to authorize the directors to fix the remuneration of the auditors;
4. to consider and, if thought fit, approve a resolution re-approving the Corporation's rolling stock option plan; and
5. to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

Copies of the management information circular (the "**Circular**") and form of proxy accompany and form part of this notice of meeting ("**Notice**"). The specific details of the matters proposed to be put before shareholders at the Meeting are set forth in the Circular accompanying and forming part of this Notice. Shareholders are directed to read the Circular carefully in evaluating the matters for consideration at the Meeting.

In order to proactively deal with the unprecedented public health impact of coronavirus disease (also known as COVID-19) and mitigate risks to the health and safety of our communities, the Corporation will be convening and conducting a virtual Meeting. Shareholders will not be able to attend the Meeting in person. Registered shareholders and duly appointed proxyholders will be permitted to attend the meeting in real time, provided they are connected to the internet and have logged in at <https://virtual-meetings.tsxtrust.com/1414>, password: adex2022 (case sensitive). You have to be connected to the internet at all times to be able to vote – it's your responsibility to make sure you stay connected for the entire meeting.

Shareholders who would like to communicate with the board of directors of the Corporation should send correspondence to the attention of the chair of the board, Adex Mining Inc., 36 Toronto Street, Suite 850, Toronto, Ontario M5C 2C5 or by email at admin@adexmining.com

Whether or not you are able to attend the Meeting, you are encouraged to provide voting instructions on the enclosed form of proxy as soon as possible. Simply complete, date and sign the enclosed proxy and mail or fax it to TSX Trust Company Fax: 416-595-9593, Mail: Attn: Proxy Department, 301-100 Adelaide Street West, Toronto, Ontario, M5H 4H1, or go to www.voteproxyonline.com and enter your 12 digit control number by 9:00 a.m. (EST) on Wednesday, December 21, 2022.

DATED this 15th day of November, 2022

By order of the Board,

(Signed) "*Linda Lam Kwan* "
Chief Executive Officer