Suite #480 – 505 Burrard Street,
Vancouver, British Columbia V7X 1M3
Phone: (604) 684-4246

NOTICE OF ANNUAL GENERAL MEETING

TAKE NOTICE that the 2022 Annual General Meeting of the Shareholders of **PANORO MINERALS LTD.** (hereinafter called the "Company") will be held at the offices of Panoro Minerals Ltd., located at **Suite 480 – 505 Burrard Street, Vancouver, British Columbia**, on:

Wednesday, June 22, 2022

at the hour of 11:00 a.m. (Vancouver time) for the following purposes:

1. to receive the Audited Financial Statements of the Company for its fiscal year ended December 31, 2021 together with the Auditors' Report thereon;

2. to set the number of directors at seven;

3. to elect directors to hold office until the next Annual General Meeting;

4. to appoint Auditors for the ensuing year and to authorize the directors to fix their remuneration;

5. to approve amendments to the Company's stock option plan to comply with the new TSX Venture Exchange policy on security based compensation and approve all unallocated options and entitlements thereunder as more particularly described in the Information Circular herewith; and

6. to transact such other business as may properly come before the Meeting.

Accompanying this Notice are an Information Circular and Form of Proxy.

In light of ongoing public health concerns related to the COVID-19 pandemic, the Company is requesting that Shareholders not attend the Meeting in person. Rather, the Company encourages Shareholders to submit their vote by proxy ahead of the meeting in accordance with the instructions described below and in the Information Circular.

Any persons attending the Meeting in person will be required to comply with health and safety measures that the Company may put in place. Persons who have within 14 days of the date of the Meeting: (i) COVID-19 symptoms, (ii) been in close contact with another person with COVID-19 symptoms, or (iii) travelled outside of Canada, should not attend the Meeting and should therefore vote only by proxy. The Company also reserves the right to change the location, date and time of the meeting, based on developments with the COVID-19 pandemic.

Proxies are being solicited by the Board and management of the Company. Shareholders who are 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 forth in the form of proxy and in the Circular.

Shareholders who are not Registered Shareholders but who plan to attend the Meeting must follow the instructions set forth in the voting instruction form or proxy form sent to them. If you hold your Shares in a brokerage account, you are not a Registered Shareholder.

DATED at Vancouver, British Columbia, this 16th day of May, 2022.

BY THE ORDER OF THE BOARD OF DIRECTORS OF PANORO MINERALS LTD.

s/ "Luquman A. Shaheen"
Luquman A. Shaheen,
President and Chief Executive Officer