

## ROCHESTER RESOURCES LTD.

#1305 - 1090 West Georgia Street  
Vancouver, BC, V6E 3V7

### NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the "**Meeting**") of the Shareholders of Rochester Resources Ltd. (hereinafter called the "**Company**") will be held at Suite 1305, 1090 West Georgia Street, Vancouver, British Columbia, on Thursday, the 17<sup>th</sup> day of December, 2020, at 10:00 AM (Vancouver time), for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the fiscal year ended May 31, 2020, together with the report of the auditor therein;
2. To fix the number of directors at six (6);
3. To elect directors;
4. To appoint D&H Group LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year at a remuneration to be fixed by the directors;
5. To consider and, if thought fit, to pass an ordinary resolution to ratify and approve the Company's incentive stock option plan, as more particularly described in the accompanying Management Information Circular;
6. To consider and, if thought fit, to pass, with or without variation, an ordinary resolution to approve the debt settlement transaction arranged by the Company, which may result in the creation of a new "Control Person" of the Company, as defined under the policies of the TSX Venture Exchange, from the acquisition by Nick DeMare of securities of the Company pursuant to such debt settlement transaction, as described in the accompanying Management Information Circular;
7. To consider and, if thought fit, to pass, with or without variation, an ordinary resolution to approve the debt settlement transaction arranged by the Company, which may result in the creation of a new "Control Person" of the Company, as defined under the policies of the TSX Venture Exchange, from the acquisition by Eduardo Luna of securities of the Company pursuant to such debt settlement transaction, as described in the accompanying Management Information Circular; and
8. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof. Management is not currently aware of any other matters that could come before the Meeting.

Accompanying this Notice is a Management Information Circular, a form of Proxy and a Request Form for Annual and Interim Financial Statements. The accompanying Management Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

To be valid, the accompanying form of Proxy, duly completed, dated and signed, must arrive at the office of the Registrar and Transfer Agent of the Company, Computershare Investor Services Inc., not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or delivered to the Chairman of the Meeting on the day of but prior to the commencement of the Meeting.

If you are a non-registered shareholder of the Company and received this Notice of 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.

**COVID-19 GUIDANCE: In light of ongoing concerns related to the spread of COVID-19, and in order to mitigate the potential risks to the health and safety associated with COVID-19, shareholders are strongly encouraged to vote on the matters before the Meeting by proxy rather than attend the meeting in person.**

DATED at Vancouver, British Columbia, this 10<sup>th</sup> day of November, 2020.

BY ORDER OF THE BOARD

*"Nick DeMare"*

Nick DeMare,  
CEO and Director