

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual and special meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of ScoZinc Mining Ltd. (“**ScoZinc**” or the “**Corporation**”) will be held on Friday, October 25, 2019, at 2:00 p.m. (Eastern Daylight Time), at 82 Richmond Street East, Toronto, Ontario, M5C 1P1, Canada, for the following purposes:

1. to receive and consider the consolidated financial statements of the Corporation for the financial year ended December 31, 2018, together with the auditors’ report thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint KPMG LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix their remuneration;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve, for the ensuing year, the Corporation’s incentive stock option plan (the text of which is attached as Schedule “B” to this information circular);
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve and adopt the Corporation’s restricted stock unit incentive plan (the text of which is attached as Schedule “C” to this information circular); and
6. To transact such further and other business as may be properly brought before the Meeting or any and all adjournments or postponements thereof.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is September 23, 2019 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof. This notice is accompanied by a form of proxy or voting instruction form (which includes reply card for use by Shareholders who wish to receive the Corporation’s financial statements) and a management information circular (the “**Circular**”). The nature of the business to be transacted at the Meeting is described in further detail in the attached Circular of the Corporation.

**All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. 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 their broker; however, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the common shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting in person, or any adjournments or postponements thereof, are requested to complete, date and sign the enclosed form of proxy (registered holders) or voting instruction form (beneficial holders) and return it in the envelope provided, so that as large a representation as possible may be had at 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 Computershare Investor Services Inc., by mail: 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1; or by fax: 1.866.249.7775, not later than 2:00 p.m. (Eastern Daylight Time) on October 23, 2019 or 48 hours (other than a Saturday, Sunday or holiday) prior to the time to which the Meeting may be adjourned. Notwithstanding the foregoing, the Chair of the Meeting has the discretion to

accept proxies received after such deadline. Alternatively, Shareholders may vote online at: [www.investorvote.com](http://www.investorvote.com) using the control number found on the enclosed proxy.

**DATED** this 23<sup>rd</sup> day of September, 2019 at Toronto, Ontario

**BY ORDER OF THE BOARD OF DIRECTORS OF  
SCOZINC MINING LTD.**

*“Mark Haywood”*

Mark Haywood  
President and Chief Executive Officer