

**RIO SILVER INC.**  
c/o 1600 – 595 Burrard Street  
Vancouver, British Columbia, V7X 1L4  
Telephone: 604.908.4734

**NOTICE OF 2021 ANNUAL GENERAL AND SPECIAL MEETING**

TAKE NOTICE that the Annual General and Special Meeting (the "**Meeting**") of the shareholders of Rio Silver Inc. (the "**Company**") will be held at Suite 1120 – 625 Howe Street, Vancouver, BC V6C 2T6, on Friday, December 17, 2021 at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the period ended December 31, 2020, and the report of the auditors thereon;
2. To appoint MNP LLP, Chartered Accountants, as auditor for the Company for the ensuing year, at a remuneration to be fixed by the directors, as more particularly described under the heading "Appointment and Remuneration of Auditors", in the accompanying Information Circular;
3. To fix the number of directors for the ensuing year at four (4);
4. To elect directors for the ensuing year;
5. To approve the re-pricing of certain stock options granted by the Company to insiders and consultants of the Company;
6. To ratify, confirm and approve the Company's stock option plan dated April 12, 2012, as amended June 26, 2014; and
7. To transact such other business as may be properly transacted at the Meeting or at any adjournment thereof.

If you are unable to attend the Meeting in person, please read the Notes accompanying the Instrument of Proxy enclosed herewith and then complete and return the Proxy within the time set out in the Notes. As set out in the Notes, the enclosed Proxy is solicited by management, but you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided, the name of the person you wish to represent you at the Meeting.

**All shareholders are entitled to attend and vote at the Meeting in person or by proxy; however, the board of directors is requesting that due to the current COVID-19 pandemic that all shareholders vote their shares by proxy and not attend in person.**

DATED at Vancouver, British Columbia, this 12<sup>th</sup> day of November, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Christopher Verrico"*

Christopher Verrico,  
President, CEO and a Director