

BAROYECA GOLD & SILVER INC.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the shareholders of Baroyeca Gold & Silver Inc. (hereinafter called the "Company") will be held at Suite 451 - 409 Granville Street, Vancouver, British Columbia on Thursday, March 8, 2018 at the hour of 11:00 o'clock a.m. for the following purposes:

- (a) To consider and, if thought fit, to pass a resolution ratifying, confirming and approving the transaction proposed between the Company and Aztec Minerals Corp. ("Aztec") whereby Aztec is granted an option to acquire a 75% interest in the Company's Tombstone Properties, which constitutes the sale of over 50% of the assets of the Company to Aztec; and
- (b) To transact such other business as may be properly transacted at such Meeting or at any adjournment thereof.

Shareholders who are unable to attend the Extraordinary General Meeting in person are requested to read the notes accompanying the Instrument of Proxy and complete and return the Proxy to the Company's transfer agent at, Computershare Trust Company of Canada, 510 Burrard Street, 2nd Floor, Vancouver, B.C., V6C 3B9, not less than forty-eight (48) hours (excluding Saturdays, Sundays and Holidays) before the time fixed for the Meeting.

DATED at the City of Vancouver, in the Province of British Columbia, as of the 1st day of February, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

"Richard Wilson"

RICHARD WILSON, President and CEO