



OREA MINING CORP.

1090 Hamilton Street, Vancouver, British Columbia, V6B 2R9
Telephone No.: 604-634-0970 Fax No.: 604-634-0971

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

The annual general and special meeting of Shareholders of **OREA MINING CORP.** (the “**Company**”) will be held at the offices of the Company at 1090 Hamilton Street, Vancouver, BC, V6B 2R9, on Wednesday, March 29, 2023 at 11:00 a.m., local time, (the “**Meeting**”) for the following purposes:

1. To consider the audited financial statements of the Company for its fiscal year ended September 30, 2022, the report of the auditor thereon and the related management discussion and analysis;
2. To set the number of Directors at FOUR (4);
3. To elect Directors of the Company for the ensuing year;
4. To appoint an auditor for the Company for the ensuing year;
5. To consider, and if thought advisable, to approve an ordinary resolution to ratify and approve the Company’s Share Option Plan, as amended, for continuation until March 29, 2026;
6. To consider, and if thought advisable, to approve an ordinary resolution to ratify and approve the adoption of the Company’s New Shareholder Rights Plan for continuation until the end of the annual meeting of shareholders of 2026;
7. To consider, and if thought advisable, to approve a special resolution to ratify and approve the adoption of the Company’s New Articles; and
8. To transact such other business as may properly come before the Meeting or any adjournment thereof.

An Information Circular accompanies this Notice, and contains details of the matters to be considered at the Meeting.

Shareholders of record on the Company’s books at the close of business on February 17, 2023 are entitled to notice of and to attend and vote at the Meeting or any adjournment thereof.

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 execute the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Vancouver, British Columbia, February 24, 2022.

BY ORDER OF THE BOARD

“Robert Giustra”

**Robert Giustra
Chairman and Interim CEO**