

AZUCAR MINERALS LTD.

Suite 210 – 1333 Johnston Street

Vancouver, B.C. V6H 3R9

NOTICE OF 2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the 2019 Annual General Meeting of the shareholders of **Azucar Minerals Ltd.** (hereinafter called the "Company") will be held in the Terrace B Room at the Terminal City Club, 837 West Hastings Street, Vancouver, B.C. V6B 1V6 on:

June 26, 2019

at the hour of 11:00 o'clock in the forenoon (Vancouver time) for the following purposes:

1. to receive the Report of the Directors;
2. to receive the financial statements of the Company for its fiscal year ended December 31, 2018 and the report of the Auditors thereon;
3. to appoint Auditors for the ensuing year;
4. to determine the number of directors and to elect directors;
5. to approve the Company's 2019 Stock Option Plan as described in the Management Information Circular accompanying this Notice;
6. to reconfirm and extend the Company's Shareholder Rights Plan as described in the Management Information Circular accompanying this Notice; and
7. to transact such other business as may properly come before the Meeting and any adjournment or postponement thereof.

A Management Information Circular and form of Proxy accompany this Notice.

Registered shareholders are entitled to vote at the Meeting in person or by proxy. Registered shareholders who are unable to attend the Meeting, or any adjournment or postponement thereof, in person, are requested to read, complete, sign and return the form of Proxy accompanying this Notice in accordance with the instructions for Deposit of Proxies set out in the Management Information Circular and in the form of Proxy accompanying this Notice. Unregistered shareholders who received the form of Proxy accompanying this Notice through an intermediary must deliver the Proxy in accordance with the instructions given by such intermediary.

DATED at Vancouver, British Columbia, this 17th day of May, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS
OF AZUCAR MINERALS LTD.**

Morgan Poliquin

Morgan Poliquin
Chief Executive Officer