



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

- WHEN:** Tuesday, September 21, 2021, 11:00 a.m. (Eastern Time)
- WHERE:** Online at <https://meetnow.global/MXQJDWN>
- PURPOSE:**
1. To receive the audited annual financial statements of the Company for its financial year ended December 31, 2020;
 2. To set the number of directors at seven (7);
 3. To elect directors for the ensuing year as described in the management information circular dated August 11, 2021 (the "Information Circular");
 4. To appoint Grant Thornton LLP as the Company's auditor for the ensuing fiscal year at a remuneration to be fixed by the directors;
 5. To consider and, if thought fit, pass an ordinary resolution to re-approve the Company's 10% "rolling" Stock Option Plan.

Shareholders will also transact any other business properly brought before the meeting.

NOTICE-AND-ACCESS

The Company is delivering its management proxy circular and proxy materials to both registered and non-registered shareholders using notice-and-access as permitted by NI 54-101 and NI 51-102. The Meeting materials are available under the Company's profile on SEDAR at <https://www.sedar.com> and on the Company's website at <https://www.rio2.com/investors> and will remain on the website for at least one full year from the date that the Meeting materials are posted on SEDAR.

To obtain additional information about notice-and-access provisions, shareholders may contact the Company's transfer agent, Computershare, at www.computershare.com/noticeandaccess or 1-855-805-1250 (toll-free).

You may request a paper copy of the Meeting Materials and Financial Information by calling by calling 1 (877) 359-0906 Ext. 101 (toll-free within North America) or 514-982-8716 (if calling from outside North America).

PLEASE REFER TO SECTION "RECEIVING DOCUMENTS" OF THE INFORMATION CIRCULAR FOR MORE INFORMATION.

MEETING FORMAT

The health and safety of our Board of directors, employees, communities, shareholders and stakeholders in general are a priority for Rio2 Limited, for this reason, in light of the COVID-19 pandemic, the Company will hold a virtual only Annual and Special Meeting of Shareholders in 2021.

This will be a completely virtual Meeting, to be conducted via live webcast, where all Shareholders regardless of geographic location will have an equal opportunity to participate online. Shareholders will not be able to attend the Meeting in person.

Registered Shareholders and their duly appointed proxyholders can attend, participate and vote at the Meeting online, all in real time, at <https://meetnow.global/MXQJDWN>, provided they are connected to the Internet and comply with all of the requirements set out in the Circular. Beneficial Shareholders (being Shareholders who hold their Common Shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) will be able to attend the Meeting, ask questions and vote, all in real time, only if they duly appoint themselves as their own proxy holder and comply with all of the requirements set out in the Circular relating to that appointment and registration.

VOTING

You may vote your shares on the Internet, by phone, fax, mail, or by attending the virtual meeting at <https://meetnow.global/MXQJDWN>. Please refer to the instructions on your separate proxy or voting instruction form on how to vote using these methods.

Please refer to the instructions provided in section “Voting at the Meeting” of the Information Circular for more information.

COMPLETED PROXIES OR VOTING INFORMATION FORMS MUST BE RECEIVED BY 5:00 P.M. (EASTERN TIME) ON SEPTEMBER 17, 2021.

DATED at Vancouver, British Columbia, this 11th day of August, 2021.

BY ORDER OF THE BOARD

(signed) “Alex Black”

Alex Black, President and Chief Executive Officer