

# OSINO RESOURCES CORP.

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

To the holders of Common Shares:

**NOTICE IS HEREBY GIVEN** that an annual general and special meeting (the “**Meeting**”) of the shareholders of Osino Resources Corp. (the “**Company**”) will be held at Boughton Law Corporation, 700 – 595 Burrard Street, Vancouver, BC V7X 1S8 on August 17, 2023, at 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive Osino's annual consolidated financial statements for the financial year ended December 31, 2022, including the external auditors' report thereon;
2. to fix the number of directors to be elected at the Meeting at six (6) and to elect the directors who will serve until the end of the next annual meeting of shareholders;
3. to appoint the external auditors, who will serve until the end of the next annual meeting of shareholders and authorizing the directors of the Company to fix their remuneration;
4. to consider and, if thought advisable, to pass an ordinary resolution, the full text of which is set out in Appendix “A” of the accompanying Management Information Circular, ratifying and approving amendments to the Company's Omnibus Long-Term Incentive Plan; and
5. to consider other business that may properly come before the Meeting or any adjournment or postponement thereof.

In this Notice, “we”, “us”, “our”, “Osino” and “the Company” refer to Osino Resources Corp. and all entities controlled by it unless the context otherwise requires. “You” and “your” refer to Osino shareholders.

### ***You Have The Right To Vote***

You are entitled to receive notice of and vote at the Meeting or any adjournment or postponement of the Meeting if you were a holder of our Common Shares on the record date, which the board of directors of the Company has fixed as July 14, 2023.

### ***Your Vote Is Important***

You are entitled to vote at the Meeting online or by proxy. If you are unable to attend the Meeting online, you are requested to vote your shares using the enclosed proxy form or voting instruction form, as applicable.

Registered shareholders should complete and sign the enclosed proxy form and return it in the envelope provided. Alternative methods of voting by proxy are outlined in the accompanying Management Information Circular.

Proxies must be received by the Company's transfer agent, Computershare Trust Company of Canada (“**Computershare**”), by mail at 100 University Avenue, 8th Floor, Toronto, Ontario, Canada, M5J 2Y1, by no later than 8:30 a.m. (Vancouver time) August 15, 2023 or two business days before the commencement of any adjournment(s) or postponement(s) of the Meeting. Alternatively, registered shareholders and duly appointed proxyholders may attend the Meeting online and vote online in accordance with the instructions provided in the accompanying Management Information Circular.

If you are a non-registered shareholder, you should review the voting instruction form provided by your intermediary, which sets out the procedures to be followed for voting shares held through intermediaries.

Shareholders who wish to appoint a proxyholder other than the persons designated by the Company on the proxy form or voting instruction form must carefully follow the instructions in the accompanying Management Information Circular and on their proxy form or voting instruction form. These instructions include the additional step of registering such proxyholder with our transfer agent, Computershare, after submitting their proxy form or voting instruction form. Failure to register the proxyholder will result in the proxyholder not receiving a control number that is required for them to vote at the Meeting and, consequently, only being able to attend the Meeting as a guest. To register as a proxyholder, the proxyholder **MUST** visit and provide Computershare with their contact information, so that Computershare may verify the appointment and provide the proxyholder with a control number via email. Non-registered shareholders located in the United States must also provide Computershare with a duly completed legal proxy if they wish to vote at the Meeting or appoint a third party as their proxyholder.

### **Questions**

Shareholders who have any questions about the information contained in the accompanying Management Information Circular or need assistance in completing their proxy form or voting instruction form, should contact Julia Becker, Manager Investor Relations, [jbecker@osinoresources.com](mailto:jbecker@osinoresources.com).

***Shareholders are reminded to review the Management Information Circular before voting.***

By order of the Board of Directors,

*(signed) Heye Daun*

Heye Daun  
Chief Executive Officer  
Vancouver, British Columbia  
July 14, 2023