



**ZACATECAS SILVER CORP.**

Suite 488, 1090 West Georgia Street  
Vancouver, BC V6E 3V7

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON AUGUST 8, 2023**

**AND**

**INFORMATION CIRCULAR**

*July 7, 2023*

*This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this Information Circular, you should immediately contact your advisor.*

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**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**TO THE SHAREHOLDERS:**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “Meeting”) of the shareholders of Zacatecas Silver Corp. (the “Company”) will be held at the Company’s registered and records office: Suite 704, 595 Howe Street, Vancouver, BC, Canada V6C 2T5 on August 8, 2023 at 11:00 a.m. (Vancouver Time) for the following purposes:

1. to set the number of directors for the ensuing year at seven (7);
2. to elect Bryan Slusarchuk, John Lewins, Christopher Wilson, Nancy La Couvee, Luis Chavez, Jonathan Richards and Charles Hethey as directors for the ensuing year;
3. to appoint Davidson & Company LLP, Professional Chartered Accountants, as the auditors of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration to be paid to the auditors;
4. to consider, and if thought fit, to pass an ordinary resolution approving and ratifying the Company’s 10% rolling stock option plan as more particularly described in the accompanying Information Circular;
5. to consider, and if thought fit, to pass an ordinary resolution approving and ratifying the Company’s equity incentive compensation plan as more particularly described in the accompanying Information Circular;
6. to receive the audited financial statements of the Company for the financial year ended December 31, 2022, and the accompanying report of the auditors.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Company’s Board of Directors has fixed July 4, 2023 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and will not attend the Meeting, you will need complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Odyssey Trust Company, 350 – 409 Granville St, Vancouver, BC V6C 1T2 by mail or fax, no later than forty eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (the “Intermediary”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 7th day of July, 2023.

**ON BEHALF OF THE BOARD**

*“Bryan Slusarchuk”*

Bryan Slusarchuk  
Chief Executive Officer and Director