



**NOTICE OF SPECIAL MEETING OF
SHAREHOLDERS**

to be held

at 3 p.m. (EST) on March 27, 2023

ONLINE AT:

meetnow.global/MNS2ZN4

MANAGEMENT INFORMATION CIRCULAR

Date: February 15, 2023

Rio2 Limited

#1000 – 355 Burrard Street

Vancouver, BC V6C 2G8

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Website: www.rio2.com

INFORMATION CIRCULAR

Rio2 Limited (the "**Company**" or "**Rio2**") is providing this management information circular (the "**Circular**") to its shareholders as of the close of business on February 10, 2023, the "**Record Date**" for the Special Meeting (the "**Meeting**") of the Company to be held on March 27, 2023 at the time and for the purposes set forth in the accompanying Notice of Special Meeting and at any adjournments or postponements thereof.

Unless the context otherwise requires, references in this Information Circular to the Company are references to Rio2 Limited and its subsidiaries.

In this Information Circular references to "C\$" are to amounts in Canadian dollars and references to "\$" are to amounts in United States dollars.

This Information Circular and certain information referenced within it, is publicly available on the Company's website at www.rio2.com and under the Company's profile on SEDAR at www.sedar.com.

PROXY INFORMATION

SOLICITATION OF PROXIES

The information contained in this Circular is furnished in connections with the solicitation of proxies to be used at the Meeting to be held on March 27, 2023 at 3 p.m EST via live webcast at meetnow.global/MNS2ZN4 for the purposes set out in the accompanying Notice of the Meeting.

We will solicit proxies for the Meeting primarily by mail; however, directors, officers and employees of the Company may also solicit proxies by telephone, electronic transmission or in person in respect of the Meeting. The solicitation of proxies for the Meeting is being made by or on behalf of management of Rio2 Limited, and Rio2 will bear the cost in respect of the Meeting.

QUORUM AND APPROVAL

A quorum of shareholders is present at a meeting of shareholders irrespective of the number of persons actually present at the meeting, if at least 15% of the shares entitled to vote at the meeting are present in person or represented by proxy, and at least two persons entitled to vote at the meeting are actually present at the meeting or represented by Proxy.

ATTENDING THE MEETING

Shareholders and duly appointed proxyholders can attend the meeting online by going to meetnow.global/MNS2ZN4.

You are a **registered** shareholder if your name appears on your share certificate or appears as the registered shareholder with our transfer agent.

You are a **non-registered (beneficial)** shareholder if your shares are registered in the name of a bank, trust company, securities broker, trustee or other financial institution or nominee on your behalf (your *nominee*).

Please be sure to follow the appropriate voting procedure.

- Registered Shareholders and duly appointed proxyholders can participate in the Meeting by clicking "**Shareholder**" and entering a Control Number or an Invitation Code before the start of the Meeting.
 - Registered Shareholders - The 15-digit control number is located on the form of proxy or in the email notification you received.
 - Duly appointed proxyholders – Computershare will provide the proxyholder with an Invitation Code after the voting deadline has passed.
- Voting at the Meeting will only be available for Registered Shareholders and duly appointed proxyholders. Non-Registered Shareholders who have not appointed themselves may attend the meeting by clicking "**Guest**" and completing the online form.

IT IS IMPORTANT THAT YOU ARE CONNECTED TO THE INTERNET AT ALL TIMES DURING THE MEETING IN ORDER TO VOTE WHEN BALLOTING COMMENCES.

IN ORDER TO PARTICIPATE ONLINE, SHAREHOLDERS MUST HAVE A VALID 15-DIGIT CONTROL NUMBER AND PROXYHOLDERS MUST HAVE RECEIVED AN EMAIL FROM COMPUTERSHARE CONTAINING AN INVITATION CODE

PARTICIPATING AT THE MEETING

The meeting will be hosted online by way of a live webcast. Shareholders will not be able to attend the Meeting in person. A summary of the information shareholders will need to attend the Online Meeting is provided below. The Meeting will begin at 3 p.m. EST on March 27, 2023.

- Registered Shareholders (as defined in this Circular under the heading "ATTENDING THE MEETING") that have a 15-digit control number, along with duly appointed proxyholders who were assigned an Invitation Code by Computershare Trust Company of Canada / Computershare Investor Services Inc. ("Computershare") (see details under the heading "Appointment of Proxies"), will be able to vote and submit questions during the meeting. To do so, please go to meetnow.global/MNS2ZN4 prior to the start of the meeting to login. Click on "Shareholder" and enter your 15-digit control number or click on "Invitation Code" and enter your Invitation Code. Non-Registered Shareholders (as defined in this Circular under the heading "Non-Registered Shareholders") who have not appointed themselves to vote at the Meeting, may login as a guest, by clicking on "Guest" and complete the online form.
- United States Beneficial Holders: To attend and vote at the virtual Meeting, you must first obtain a valid legal proxy from your broker, bank or other agent and then register in advance to attend the Meeting. Follow the instructions from your broker or bank included with these proxy materials, or contact your broker or bank to

request a legal proxy form. After first obtaining a valid legal proxy from your broker, bank or other agent, to then register to attend the Meeting, you must submit a copy of your legal proxy to Computershare.

Requests for registration should be directed to:

Computershare
100 University Avenue
8th Floor
Toronto, Ontario
M5J 2Y1
OR
Email: uslegalproxy@computershare.com

Requests for registration must be labeled as "Legal Proxy" and be received no later than March 23, 2023 by 5 p.m. EST. You will receive a confirmation of your registration by email after we receive your registration materials. You may attend the Meeting and vote your shares at meetnow.global/MNS2ZN4 during the Meeting. Please note that you are required to register your appointment at <http://www.computershare.com/Rio2>.

- Non-Registered Shareholders who do not have a 15-digit control number or Invitation Code will only be able to attend as a guest which allows them listen to the meeting however will not be able to vote or submit questions. Please see the information under the heading "Non-Registered Shareholders" for an explanation of why certain shareholders may not receive a form of proxy.
- If you are using a 15-digit control number to login to the online meeting and you accept the terms and conditions, you will be revoking any and all previously submitted proxies. However, in such a case, you will be provided the opportunity to vote by ballot on the matters put forth at the meeting. If you DO NOT wish to revoke all previously submitted proxies, do not accept the terms and conditions, in which case you can only enter the meeting as a guest.
- If you are eligible to vote at the meeting, it is important that you are connected to the internet at all times during the meeting in order to vote when balloting commences. It is your responsibility to ensure connectivity for the duration of the meeting.

VOTING AT THE MEETING

A registered shareholder of **Common Shares**, or a Non-Registered Shareholder who has appointed themselves or a third party proxyholder to represent them at the meeting, will appear on a list of shareholders prepared by Computershare, the transfer agent and registrar for the meeting. To have their Shares/Units voted at the meeting, each Registered Shareholder or proxyholder will be required to enter their control number or Invitation Code provided by Computershare at meetnow.global/MNS2ZN4 prior to the start of the meeting. In order to vote, Non-Registered Shareholders who appoint themselves as a proxyholder **MUST** register with Computershare at <http://www.computershare.com/Rio2> **after** submitting their voting instruction form in order to receive an Invitation Code (please see the information under the headings "Appointment of Proxies" below for details).

APPOINTMENT OF PROXIES

A shareholder has the right to appoint a person (a "third party proxyholder", who need not be a shareholder) to represent such shareholder at the meeting other than the management designees identified in the proxy (or voting instruction form), including beneficial shareholders who wish to appoint themselves as proxyholder to attend, participate or vote at the meeting. Shareholders who wish to appoint a third party proxyholder to represent them at the online meeting must submit their proxy or voting instruction form (if applicable) prior to registering your proxyholder. Registering your proxyholder is an additional step once you have submitted your proxy or voting instruction form. Failure to register the

proxyholder will result in the proxyholder not receiving a username to participate in the meeting. To register a proxyholder, shareholders MUST visit <https://www.computershare.com/Rio2> by and provide Computershare with their proxyholder's contact information, so that Computershare may provide the proxyholder with an Invitation Code via email.

Each shareholder may instruct his or her proxy how to vote his or her Common Shares by completing the blanks on the form of proxy accompanying this Circular. All Common Shares represented at the meeting by properly executed proxies will be voted or withheld from voting (including the voting on any ballot), and where a choice with respect to any matter to be acted upon has been specified in the proxy, the Common Shares represented by the proxy will be voted in accordance with such specification. In the absence of any such specification as to voting on the proxy, the management designees, if named as proxy, will vote in favour of the matters set out therein. In the absence of any specification as to voting on any other form of proxy, the Common Shares represented by such form of proxy will be voted in favour of the matters set out therein. A proxy can be submitted to Computershare either in person, or by mail or courier, to 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or via the internet at www.investorvote.com. The proxy must be deposited with Computershare by no later than 5 p.m. EST on March 23, 2023 or if the meeting is adjourned or postponed, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, before the commencement of such adjourned or postponed meeting. If a shareholder who has submitted a proxy attends the meeting via the webcast and has accepted the terms and conditions when entering the meeting online, any votes cast by such shareholder on a ballot will be counted and the submitted proxy will be disregarded.

WITHOUT AN INVITATION CODE, PROXYHOLDERS WILL NOT BE ABLE TO VOTE AT THE MEETING

RECEIVING DOCUMENTS

In February 2013, the Canadian Securities Administrators implemented regulatory amendments to securities laws, including National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") and National Instrument 51-102 - *Continuous Disclosure Obligations* ("**NI 51-102**"), governing the delivery of proxy-related materials by public companies. As a result, public companies are now permitted to deliver proxy-related materials to their shareholders using the "notice-and-access" mechanism (as defined under NI 54-101, and sometimes referred to herein as the "**notice-and-access provisions**") by posting such materials both on SEDAR and a non-SEDAR website, rather than delivering the materials by mail. The use of the notice-and-access reduces paper waste and mailing costs to the Company. In order for the Company to employ notice-and-access, the Company must send a notice to shareholders indicating that the proxy-related materials have been posted electronically and explaining how a shareholder can access them or obtain from the Company a paper copy of those materials. The required elements of such notice have been built into the accompanying Notice of Meeting.

The Company is sending this Information Circular to non-registered (beneficial) shareholders using notice-and-access as permitted by NI 54-101 and NI 51-102. The Meeting materials, including this Information Circular, are available on under the Company's profile on SEDAR 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).

The Company will not use procedures known as "stratification" in relation to its use of the notice-and-access provisions in relation to the Meeting. Stratification occurs when a reporting issuer using notice-and-access provides a paper copy of the relevant information circular to some, but not all, shareholders with the notice package in relation to the relevant meeting. In relation to the Meeting, registered shareholders will receive a paper copy of each of the Notice of the Meeting and a form of proxy, whereas Non-Registered shareholders will receive a paper copy of the Notice of the Meeting and a Voting Instruction Form (VIF).

To obtain a printed paper copy of the Information Circular prior to the date of the Meeting please call 1 (604) 762-4720. The Company will, upon request, mail a paper copy of the Information Circular at no cost within three business days following receipt of such request. The Company will, upon request, mail a paper copy of the Information Circular at no cost within ten calendar days following receipt of such request, if received after the Meeting.

CHANGING YOUR VOTE

In addition to revocation in any other manner permitted by law, a registered shareholder, his or her attorney authorized in writing or, if the shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting. Only registered shareholders have the right to revoke a proxy. Non-Registered shareholders who wish to change their vote should contact their respective Nominees well in advance of the Meeting to revoke the proxy on their behalf.

If, as a registered shareholder, you are using your control number to login to the Meeting and you accept the terms and conditions, you will be revoking any and all previously submitted proxies and will be provided the opportunity to vote by online ballot on the matters put forth at the Meeting. If you do NOT wish to revoke a previously submitted proxy, do not accept the terms and conditions, and you will be able to participate in the Meeting as a guest only.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The authorized capital of the Company consists of an unlimited number of common shares (the "Common Shares") without par value. As at the date of this Information Circular there are **257,643,983** Common Shares issued and outstanding. The Company has only one class of shares.

Persons who are registered shareholders at the close of business on the Record Date will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each Common Share held. To the knowledge of the Directors and executive officers of the Company, no person beneficially owns, or controls or directs, directly or indirectly, shares carrying 10% or more of the voting rights attached to all shares of the Company, except the following:

| Name | No. of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly ⁽¹⁾ | Percentage of Outstanding Shares |
|--|---|----------------------------------|
| 2176423 Ontario (Eric Sprott) ⁽¹⁾ | 25,933,371 | 10.07% |

⁽¹⁾ As reported on an Early Warning Report filed on Sedar on August 13, 2019 and further updated on August 15, 2022.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Board, the only matters to be brought before the meeting are those matters set forth in the accompanying Notice of Meeting.

1. APPROVAL OF SECURITY BASED COMPENSATION TO NON-ARM'S LENGTH PARTIES

During the Meeting, the Company's disinterested Shareholders will be invited to consider and, if deemed advisable, to adopt, with or without amendment, a resolution, the text of which is set below, approving the Security Based Compensation (as defined below) for services to certain non-arm's length parties to the Company.

On January 5, 2023, the Company announced that it entered into share compensation agreements with certain directors, employees and consultants (the "**Share Compensation Agreements**"). Pursuant to the Share Compensation Agreements, such directors, employees and consultants will receive all or a portion of their director fees or wages for the period from January 1, 2023 to December 31, 2023 in common shares of the Company (the "**Security Based Compensation**"), with the remaining amount, if any, to be satisfied in cash. The common shares will be issued quarterly and will be subject to a four month and one day hold period commencing upon the date of issuance. Under the Share Compensation Agreements, the deemed price per common share to be issued will be no less than the volume weighted average closing price of the Company's common shares on the last three trading days of each quarter, provided that in any event the price will not be lower than the discount permitted under applicable TSX Venture Exchange (the "**Exchange**") policies. The total value of the Security Based Compensation that the Corporation intends to issue is up to \$750,000. The issuance of the Security Based Compensation to the directors must be approved by the majority of disinterested Shareholders.

More specifically, section 6.2(k) of Policy 4.4 of the Exchange required that the issuance of listed shares, rather than cash, as compensation for services, to a Non-Arm's Length Party (as defined below) to the Corporation or to any of its affiliates for ongoing services, outside of a security based compensation plan of a deemed value of the listed shares to be issued by the Corporation that exceed \$5,000 per month per person or \$10,000 per month in aggregate, must first obtain disinterested Shareholder approval pursuant to section 6.1 of Policy 4.4.

Furthermore, section 6.1 of Policy 4.4 states that any issuance to a Non-Arm's Length Party to the issuer of its listed shares as compensation for services provided by such Non-Arm's Length Party must be subject to disinterested shareholder approval prior to the issuance of such listed shares. Any disinterested shareholder approval must be obtained by obtaining the written consent of Shareholders holding more than 50% of the issued shares of the issuer, provided that the votes attached to voting shares of the issuer held by the recipient and by associates and affiliates of the recipient are excluded from the calculation of any such approval. Under the policies of the Exchange, a Non-Arm's Length Party is (a) in relation to a company: (i) a promoter, officer, director, other insider or control person of that company and any associates or affiliates of any of such persons; or (ii) another entity or an affiliate of that entity, if that entity or its affiliate have the same promoter, officer, director, insider or control person as the company. (b) in relation to an individual, any Associate of the individual or any company of which the individual is a promoter, officer, director, insider or control person.

In determining disinterested Shareholders' approval, the Corporation is required to exclude the votes attached to the Shares that, to the knowledge of the Corporation, or any interested party or their respective directors or senior officers, after reasonable inquiry, are beneficially owned or over which control or direction is exercised by "interested parties", and their "related parties" or "joint actors", as such terms are defined in the policies of the Exchange, as applicable.

Alex Black, Executive Chairman of the Board will be excluded for the purposes of determining the disinterested shareholders' approval regarding the Security Based Compensation. 15,882,221 common shares held by Alex Black, representing 6.16% of the issued and outstanding Shares of the Company will be excluded from the vote requiring disinterested shareholders' approval regarding the Security Based Compensation.

Andrew Cox, President, CEO and director will be excluded for the purposes of determining the disinterested shareholders' approval regarding the Security Based Compensation. 334,799 common shares held by Andrew Cox, representing 0.13% of the issued and outstanding Shares of the Company will be excluded from the vote requiring disinterested shareholders' approval regarding the Security Based Compensation.

Klaus Zeitler, Lead Director of the Board will be excluded for the purposes of determining the disinterested shareholders' approval regarding the Security Based Compensation. 1,927,002 common shares held by Klaus Zeitler, representing 0.75% of the issued and outstanding Shares of the Company will be excluded from the vote requiring disinterested shareholders' approval regarding the Security Based Compensation.

Ram Ramachandran, Director, will be excluded for the purposes of determining the disinterested shareholders' approval regarding the Security Based Compensation. 66,670 common shares held by Ram Ramachandran, representing 0.03% of the issued and outstanding Shares of the Company will be excluded from the vote requiring disinterested shareholders' approval regarding the Security Based Compensation.

Sidney Robinson, Director, will be excluded for the purposes of determining the disinterested shareholders' approval regarding the Security Based Compensation. 133,340 common shares held by Sidney Robinson, representing 0.05% of the issued and outstanding Shares of the Company will be excluded from the vote requiring disinterested shareholders' approval regarding the Security Based Compensation.

Drago Kusic, Director, will be excluded for the purposes of determining the disinterested shareholders' approval regarding the Security Based Compensation. 85,838 common shares held by Drago Kusic, representing 0.03% of the issued and outstanding Shares of the Company will be excluded from the vote requiring disinterested shareholders' approval regarding the Security Based Compensation.

Albrecht Schneider, Director, will be excluded for the purposes of determining the disinterested shareholders' approval regarding the Security Based Compensation. 11,255,734 common shares held by Albrecht Schneider, representing 4.37% of the issued and outstanding Shares of the Company will be excluded from the vote requiring disinterested shareholders' approval regarding the Security Based Compensation.

The Security Based Compensation is also subject to the Exchange approval.

Unless the Shareholders provide instruction to the contrary or in the absence of specific instruction in this respect, the persons named as proxyholders in the enclosed proxy form intend to vote FOR the adoption of the resolution.

Accordingly, at the Meeting, Shareholders will be asked to consider and, if thought fit, to pass the following resolution:

"BE IT RESOLVED as an ordinary resolution of the disinterested shareholders of the Corporation that:

1. the issuance of common shares to certain directors and employees of the Company as compensation for all or a portion of their director fees or wages for the period from January 1, 2023 to December 31, 2023 in accordance with the terms of the Share Compensation Agreements is hereby approved;
2. any officer or director of the Company is hereby authorized and directed for and on behalf of the Company to execute or cause to be executed and to deliver or cause to be delivered, all such other documents and instruments and to perform or cause to be performed all such other acts and things as in such person's opinion may be necessary or desirable to give full force and effect to the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing; and
3. the Company may revoke this resolution before it is acted upon without further approval of the Shareholders."

**INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED
UPON**

Except as set out herein, no person who has been a Director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a Director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting.

**INTEREST OF INFORMED PERSONS IN MATERIAL
TRANSACTIONS**

Atacama Pacific Gold Corporation and Rio2 Limited entered into an arrangement agreement dated May 14, 2018 (the "**Arrangement Agreement**"). Under the terms of the Arrangement Agreement, among other things, Atacama was continued under the OBCA, and Atacama and Rio2 were amalgamated and continued as one corporation ("**New Rio2**") and, upon completion and as a result of the Arrangement, Atacama shareholders received 0.6601 of a common share of new Rio2 for each common share of Atacama held. Each shareholder of Rio2 received 0.6667 of a New Rio2 share for each common share of Rio2 held.

Mr. Albrecht Schneider, currently a director of Rio2, was Atacama's Executive Chairman and largest shareholder, he managed Atacama's exploration activities in Chile and Atacama contracted with companies controlled by him through professional and administrative services agreements for geological, exploration, engineering and administration services and office space in Chile. Mr. Schneider received a payment of \$687,500 as a result of the change in control of Atacama pursuant to the Arrangement.

Other than disclosed above, no informed person (as defined in NI 51-102) of the Company, any proposed Director of the Company or any associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Company or any of its subsidiaries.

MANAGEMENT CONTRACTS

During the most recently completed financial year, no management functions of the Company were to any substantial degree performed by a person or company other than the directors or executive officers (or private companies controlled by them, either directly or indirectly) of the Company.

ADDITIONAL INFORMATION

Additional information relating to the Company and its business activities including financial information provided in the Rio2 Annual Financial Statements and related MD&A for the most recently completed financial year is available on SEDAR at www.sedar.com and on the Company's website at www.rio2.com. Shareholders may contact the Company at 1 (604) 762-4720 to request copies of the Company's financial statements and MD&A free of charge. Following the Meeting, the voting results for each item on the proxy form will be available on SEDAR and on the Company's website.

OTHER MATTERS

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

APPROVED BY THE BOARD OF DIRECTORS

s/ "Alex Black"
Alex Black, Executive Chairman