



ANDEAN PRECIOUS METALS CORP.
1055 West Georgia Street, P.O. Box 11117
Vancouver, BC V6E 4N7

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Andean Precious Metals Corp. (the “**Company**”) will be held at Suite 4400, 181 Bay Street, Toronto, Ontario, on September 8, 2022 at 12:00 p.m. (Eastern Time) for the following purposes:

1. to receive the consolidated financial statements of the Company together with the auditor’s report thereon for the years ended December 31, 2021 and 2020;
2. to consider and, if deemed advisable, to pass an ordinary resolution to fix the number of members of the board of directors of the Company at six (6);
3. to consider and, if deemed advisable, to pass an ordinary resolution electing the directors of the Company for the ensuing year;
4. to appoint KPMG LLP, as the auditors of the Company for the ensuing year and to authorize the directors of the Company to fix their remuneration;
5. to consider and, if deemed advisable, approve an ordinary resolution to approve a new omnibus long-term incentive plan for the Corporation (the “**Omnibus Plan**”);
6. to transact such other business as may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof.

Management is not currently aware of any other matters that could come before the Meeting.

An information circular (the “**Information Circular**”) accompanies this Notice together with a form of proxy (“**Proxy**”) and a financial statement request form. The Information Circular contains details of matters to be considered at the Meeting. The Shareholders may be asked to consider any permitted amendment to or variation of any matter identified in this Notice, and to transact such other business as may properly come before the Meeting or any adjournment thereof.

Notice-and-Access Mailing

The Corporation has elected to use the notice-and-access provisions in section 9.1.1 of National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) in the case of mailing to registered Shareholders, and section 2.7.1 of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) in the case of beneficial Shareholders (“**Notice-and-Access Provisions**”) for this Meeting. Notice-

and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that allow a company to reduce the volume of materials to be physically mailed to shareholders by posting the management proxy circular and any additional annual meeting materials online. Shareholders will still receive this Notice of Meeting and the Proxy and may choose to receive a hard copy of the Information Circular. The Company will not use procedures known as ‘stratification’ in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Information Circular to some shareholders with a notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Information Circular.

Copies of this Notice of Meeting and Information Circular, as well as the Proxy and the Company’s annual financial statements (together the “**Proxy Materials**”), are posted on the Company’s website at www.andeanpm.com/Investors and are SEDAR filed under the Company’s profile at www.sedar.com. **Any Shareholder who wishes to receive a printed paper copy of the Information Circular may contact the Company at 1055 West Georgia Street, P.O. Box 11117, Vancouver, BC V6E 4N7, Tel: +1 (416) 572-2350 or by email at proxy@andeanpm.com.** A Shareholder may also call +1 877-468-5853 (toll-free) to obtain additional information relating to the Notice-and-Access Provisions or to obtain a paper copy of the Information Circular, up to and including the date of the Meeting, including any adjournment of the Meeting.

To allot reasonable time for a Shareholder to receive and review a paper copy of the Management Proxy Circular and submit their vote prior to **12:00 p.m. (Eastern Time) on September 6, 2022** (the “**Proxy Deadline**”), any Shareholder wishing to request a paper copy of the Information Circular as described above, should ensure such request is received by **August 25, 2022**. Under the Notice-and-Access Provisions, Proxy Materials must be available for viewing by Shareholders for up to one year from the date of posting and Shareholders may request a paper copy of the materials at any time during this period.

The Information Circular contains important details of matters to be considered at the Meeting. **Please review the Information Circular before voting.**

DATED at Toronto, Ontario, this 29th day of July, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

Alberto Morales
Executive Chairman