

REGENCY GOLD CORP.
Suite 1500, 1055 West Georgia Street
Vancouver, British Columbia V6E 4N7

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the "**Meeting**") of the shareholders of **Regency Gold Corp.** (the "**Company**") will be held on **Tuesday, March 31, 2020**, at the hour of 4:00 p.m. (Eastern time), at the office of Irwin Lowy LLP at Suite 401, 217 Queen Street West, Toronto, Ontario M5V 0R2, for the following purposes:

1. to consider and, if deemed advisable, to pass, with or without variation, a special resolution of shareholders amending the Company's articles of continuance to change the name of the Company to "Clean Air Metals Inc." or such other name as the directors of the Company may determine and may be acceptable to applicable regulatory authorities; and
2. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The full text of the special resolution referred to in item 1 above is attached to this notice as exhibit A.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the Company's transfer agent and registrar, Computershare Trust Company of Canada, at 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 not later than 4:00 p.m. (Eastern time) on Friday, March 27, 2020 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Company has by resolution fixed the close of business on Friday, February 21, 2020 as the record date for the Meeting, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The accompanying management information circular provides additional detailed 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 special meeting. Additional information about the Company is also available on the Company's profile at www.sedar.com.

DATED this 25th day of February, 2020.

BY ORDER OF THE BOARD

"Abraham Drost" (signed)
Chief Executive Officer and Director

EXHIBIT A
SPECIAL RESOLUTION OF THE SHAREHOLDERS
OF
REGENCY GOLD CORP. (THE "COMPANY")
AMENDMENT TO ARTICLES OF CONTINUANCE – NAME CHANGE

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the articles of continuance of the Company be amended to change the name of the Company to "Clean Air Metals Inc." or such other name as the directors of the Company may determine and as may be acceptable to the Director appointed under the *Canada Business Corporations Act*;
2. notwithstanding that this resolution has been duly passed by the shareholders of the Company, the directors of the Company be, and they are hereby, authorized and directed to revoke this resolution at any time prior to the issue of a certificate of amendment giving effect to the articles of amendment and to determine not to proceed with the amendment of the articles of continuance of the Company without further approval of the shareholders of the Company;
3. any director or officer of the Company be and he or she is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, including, without limitation, the execution and delivery of articles of amendment in the prescribed form to the Director appointed under the *Canada Business Corporations Act*, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."