



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the Annual General Meeting (the "**Meeting**") of the Shareholders of **Miranda Gold Corp.** (the "Company") will be held at the Shangri-la Hotel, 1128 West Georgia Street, 3rd Floor Business Centre Boardroom, Vancouver, British Columbia, on the **25th** day of **January, 2017** at **9:00 a.m. PST** for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the fiscal year ended August 31, 2016, together with the auditor's report thereon;
2. To set the number of directors at five;
3. To elect directors for the ensuing year;
4. To appoint Davidson & Company LLP, Chartered Professional Accountants, as the auditor for the Company, and to authorize the directors to fix the remuneration to be paid to the auditor; and
5. To transact such other business as may be brought before the Meeting.

The accompanying Management Information Circular provides additional information relating to the matters to be addressed at the Meeting and is deemed to form part of this Notice.

The Directors have fixed the close of business on December 14, 2016, as the record date for determination of Shareholders entitled to notice of and the right to vote at the Meeting either in person or by proxy. Those who are unable to attend the meeting are encouraged to read, complete, sign, date and mail the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Management Information Circular accompanying this Notice (the "**Meeting Materials**").

The Company, as described in the notice and access notification mailed to shareholders of the Company, has used the notice-and-access model provided under National Instrument 54-101 ("**Notice and Access**") for the delivery of its Meeting Materials to its shareholders. Under Notice and Access, instead of receiving paper copies of the Meeting Materials, shareholders were mailed a notice with information on how they may access the Meeting Materials electronically. However, shareholders will receive a paper proxy or voting instruction form, as applicable, enabling them to vote at the Meeting.

The Meeting Materials will be available on the Company's web site at www.mirandagold.com by December 22, 2016, and will remain on the web site for 12 months thereafter. Meeting Materials are also available upon request, without charge, by email at len@goldnor.ca or by calling at 1-877-246-8362, or can be accessed online on SEDAR at www.sedar.com after December 22, 2016.

The Company has mailed paper copies of the Meeting Materials to those registered and beneficial shareholders who have previously elected to receive paper copies of the Company's Meeting Materials.

DATED at South Surrey, British Columbia, this **9th** day of **December 2016**.

BY ORDER OF THE BOARD

"Joseph P. Hebert"
President & CEO