MADRONA MINING LIMITED
290 Douglas Woods Dr. S.E., Calgary, Alberta T2Z 2E9

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares ("**Shares**") of Madrona Mining Limited ("**Madrona**" or the "**Corporation**") will be held at Suite 1150, 707- 7 Ave. S.W. Calgary, Alberta T2P 3H6. On Wednesday, March 25, 2020 at 10:00 a.m. (MST) for the following purposes:

1. to consider, and if deemed appropriate, to pass, with or without variation, a special resolution, the full text of which is set forth in the Information Circular and Proxy Statement dated February 20, 2020 requiring not less than 2/3 of the votes cast by the shareholders, to approve and accept the sale of substantially all of the assets of the Corporation to Nighthawk Gold Corp.;

2. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution, the full text of which is set forth in the Information Circular and Proxy Statement dated February 20, 2020 authorizing the board of directors to change the name of the Corporation at their sole discretion at any time in next 36 months;

3. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution, the full text of which is set forth in the Information Circular and Proxy Statement dated February 20, 2020 authorizing the board of directors at their discretion over the next 36 months, to approve a consolidation of the share capital of the Corporation on up to a maximum of a one for ten basis or such lesser amount as determined by the Baord of Directors in accordance the provisions of the *Business Corporations Act* (Alberta); and

4. transacting such other business as may properly be brought before the Meeting, or any adjournment or adjournments thereof.

Each person who is a Shareholder of record at the close of business on February 19 , 2020 (the "**Record Date**"), will be entitled to notice of, and to attend and vote at the Meeting provided that, to the extent a Shareholder as of the Record Date transfers the ownership of any Shares after such date and the transferee of those Shares establishes that the transferee owns the Shares and demands, not later than 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Shares at the Meeting.

Calgary, Alberta
February 20, 2020

By Order of the Board of Directors
(Signed) ***"George E. Stephenson"***
President, Chief Executive Officer

Shareholders who are unable to attend the Meeting in person are requested to ***COMPLETE AND SIGN THE ACCOMPANYING FORM OF PROXY*** *and forward it in the enclosed envelope to* <u>*COMPUTERSHARE, 530 – 8 Ave SW, Suite 600, Calgary, Alberta, not later than 10:00 a.m. (MST) on* ***Monday, March 23, 2020****, or 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement or any adjournment of the Meeting, in order for such proxy to be used at the Meeting, or any adjournment(s) thereof.*</u>