MEXICAN GOLD CORP.
1100 Russell Street
Thunder Bay, Ontario
P7B 5N2

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "**Meeting**") of the shareholders of Mexican Gold Corp. (the "**Corporation**") will be held at 1100 Russell Street, Thunder Bay, Ontario at 2:00 p.m. (Toronto time) on Tuesday, November 14, 2017 for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the financial year ended June 30, 2017 together with the report of the auditor thereon;

2. to elect directors of the Corporation for the ensuing year;

3. to appoint the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration of the auditor;

4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution confirming and approving the amended and restated share option plan of the Corporation, as more particularly described in the accompanying management information circular; and

5. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Particulars of the foregoing matters are set forth in the accompanying management information circular (the "**Circular**"). Please review the Circular in full prior to voting in relation to the matters set out above as the Circular has been prepared to help you make an informed decision on such matters.

The board of directors of the Corporation has fixed the close of business on October 10, 2017 (the "**Record Date**") as the record date for the determination of the shareholders of the Corporation entitled to receive notice of, and to vote at, the Meeting. Only shareholders whose names have been entered in the register of shareholders as of the close of business on the Record Date will be entitled to receive notice of, and to vote at, the Meeting.

Shareholders are entitled to vote at the Meeting either in person or by proxy, as described in the Circular under the heading "*General Proxy Information*". Only registered shareholders, or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting. For information with respect to shareholders who own common shares of the Corporation through an intermediary, see "*General Proxy Information – Non-Registered Shareholders*" in the Circular.

Whether or not you are able to attend the Meeting in person, you are encouraged to provide voting instructions on the enclosed form of proxy as soon as possible. To be included at the Meeting, your completed and executed proxy must be received by Computershare Investor Services Inc., Attention: Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, by 2:00 p.m. (Toronto time) on November 10, 2017 (or 48 hours (excluding Saturdays, Sundays and holidays) prior to any reconvened Meeting in the event of an adjournment of the Meeting) or deposited with the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof. Voting instructions may also be provided by telephone or internet by following the instructions on the form of proxy.

DATED at Thunder Bay, Ontario this 13th day of October, 2017.

BY ORDER OF THE BOARD

(Signed) *Brian Robertson*
President and Chief Executive Officer