



**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF
SHAREHOLDERS TO BE HELD ON DECEMBER 17, 2020**

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the shareholders of Maple Gold Mines Ltd. (“**Maple Gold**” or the “**Corporation**”) will be held at the Vancouver offices of the Corporation, Suite 600, 1111 West Hastings Street, Vancouver, British Columbia, V6E 2J3, on Thursday, December 17, 2020 at 1:00 pm. (Vancouver time), for the following purposes:

1. To receive the Corporation’s audited financial statements for the fiscal year ended December 31, 2019, together with the notes and auditor’s report thereon.
2. To elect the Corporation’s directors for the ensuing year.
3. To appoint the Corporation’s auditors for the ensuing year and to authorize the directors to fix their remuneration.
4. To consider and, if deemed advisable, to adopt an ordinary resolution of the Corporation, the full text of which is produced in the management information circular dated November 18, 2020 accompanying this notice of meeting (the “**Information Circular**”), to approve the Corporation’s new Equity Incentive Plan.
5. To consider and, if deemed advisable, to adopt a special resolution to approve the Continuation of the Corporation to the Province of British Columbia under the *Business Corporations Act* (British Columbia), as more fully described in the accompanying Information Circular (the “**Continuation Resolution**”).
6. To transact such further and other business as may properly come before the Meeting or any adjournment thereof.

Pursuant to Section 190 of the *Canada Business Corporations Act* (the “**CBCA**”), a registered shareholder may dissent in respect of the Continuation Resolution. If the Continuation becomes effective, dissenting shareholders who have complied with the dissent procedures set forth in the CBCA will be entitled to be paid the fair value of their Common Shares. A summary of the dissent procedure is set forth in Schedule “D”, and the text of Section 190 of the CBCA is set forth in Schedule “E”, to the Circular. If you fail to comply strictly with the requirements in Section 190 of the CBCA, you may not be able to exercise your right of dissent.

IMPORTANT

Shareholders registered at the close of business on November 16, 2020 are entitled to receive this notice of meeting and to vote at the Meeting. **In light of ongoing concerns related to the spread of COVID-19, and in order to mitigate potential risks to the health and safety of the Corporation’s shareholders, employees, communities and other stakeholders, shareholders are urged to read the accompanying Information Circular and to vote on the matters before the Meeting by proxy, by completing and signing the enclosed form of proxy and return it in the postage-paid envelope provided for that purpose.** To be valid, proxies must be received at the office of Computershare Investor Services Inc., 100 University Avenue, 11th Floor, Toronto, Ontario, M5J 2Y1 no later than December 15, 2020 at 1:00 p.m. (Vancouver time).

As set out in the notes to the Information Circular, the Information Circular is solicited by management, but you may amend it, if you so desire, by striking out the names listed on it and inserting in the space provided the name of the person you wish to have represented you at the Meeting.

Unregistered shareholders who received the Information Circular through an intermediary must deliver the proxy in accordance with the instructions given by the intermediary.

DATED November 16, 2020

(s) B. Matthew Hornor
President and Chief Executive Officer