



NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

You are invited to our special meeting of shareholders.

When: Tuesday, January 12, 2021 at 10:00 a.m. (Toronto time)

Where: 65 Queen Street West, #900, Toronto, ON M5H 2M5

The purpose of the Meeting is as follows:

1. **RSU Plan.** Consider and, if thought advisable, pass, with or without variation, an ordinary resolution of the disinterested shareholders, the full text of which is set forth in the management information circular dated December 8, 2020 (the “**Circular**”), approving the adoption by the Corporation of a restricted share unit compensation plan, as more fully described in the Circular;
2. **Name Change.** Consider and, if thought advisable, pass, with or without variation, a special resolution, the full text of which is set forth in the Circular, approving an amendment to the articles of the Corporation to change the name of the Corporation to “O2Gold Inc.”, or such other name as the board of directors of the Corporation, in its sole discretion, deems appropriate, as more fully described in the Circular;
3. **Change of Registered Office.** Consider and, if thought advisable, pass, with or without variation, a special resolution, the full text of which is set forth in the Circular, approving an amendment to the articles of the Corporation to change the province in which the registered office of the Corporation is situated from the Province of Quebec to the Province of Ontario;
4. **By-law No. 1.** Consider and, if thought advisable, pass, with or without variation, an ordinary resolution, the full text of which is set forth in the Circular, confirming the repeal of all existing by-laws of the Corporation and the ratification of a new by-law no. 1 of the Corporation;
5. **Acquisition of Otu Central Project and Creation of Control Person.** Consider and, if thought advisable, pass an ordinary resolution, the full text of which is set forth in the Circular, approving the acquisition of a gold mining project in the Amalfi, Segovia and Zaragoza regions of Antioquia in Colombia and the creation of a new Control Person of the Corporation (as that term is defined under the applicable policies of the TSX Venture Exchange); and
6. **Other Business.** Consider other business as may properly come before the Meeting or any postponement(s) or adjournment(s) thereof.

This notice is accompanied by a form of proxy and the Circular.

You may vote your shares by proxy if you are unable to attend the meeting. Please review the enclosed Circular and date, sign and return the enclosed form of proxy to the Corporation’s transfer agent by 10:00 a.m. ET on January 8, 2021.

In the event of a postal disruption as a result of a Canada Post labour disruption or other cause, please see “Voting – Appointment and Revocation of Proxies” and “Voting of Proxies – Non-Registered Shareholders” in the Circular for information on how to obtain and submit a form of proxy or voting information form, as applicable.



The directors of the Corporation have fixed the close of business on November 13, 2020 as the record date, being the date for the determination of the registered holders entitled to notice and to vote at the Meeting and any adjournments(s) thereof.

The Corporation intends to hold the Meeting in person. However, in view of the evolving COVID-19 situation, the Corporation strongly encourages shareholders not to attend the Meeting in person. As always, the Corporation encourages shareholders to vote their common shares prior to the Meeting by following the instructions under the heading "Voting of Proxies" in the accompanying Circular. The Corporation may take additional precautionary measures in relation to the Meeting in response to further developments with the COVID-19 pandemic. In the event it is not possible or advisable to hold the Meeting in person, the Corporation will announce alternative arrangements for the Meeting as promptly as practicable, which may include holding the Meeting entirely by electronic means, telephone or other communication facilities.

You may also participate in the Meeting by virtual attendance. Please visit the following link for instructions and registration details: <https://bit.ly/3goGgD0>.

YOU WILL NOT BE ABLE TO VOTE YOUR SHARES AT THE MEETING IF YOU PARTICIPATE SOLELY BY VIRTUAL ATTENDANCE. SHAREHOLDERS THAT WISH TO PARTICIPATE VIRTUALLY MUST VOTE THEIR SHARES BY COMPLETING AND RETURNING THE ENCLOSED FORM OF PROXY BY 10:00 A.M. ET ON JANUARY 8, 2021, AS DESCRIBED IN THE CIRCULAR.

DATED at Toronto, Ontario as of the 8th day of December, 2020

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "Jaime Lalinde"

Chief Executive Officer