



**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON JUNE 26, 2020**

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the shareholders of Northern Lion Gold Corp. (the “**Company**”) will be held at 67 East 5th Avenue, Vancouver, B.C., on Friday, June 26, 2020, at 10:00 a.m. (Pacific time). **In the event the Company decides to change the date, time, location and/or format of the Meeting to electronic or virtual as part of its efforts to reduce the spread of COVID-19, the Company will issue a press release announcing the change and take all reasonable steps necessary to inform all parties involved in the proxy infrastructure, including intermediaries and the Company’s transfer agent, of the change. The Company encourages all shareholders to vote as early as possible and also to monitor the Company’s public filings on SEDAR for any changes to Meeting arrangements.**

The Meeting will be held for the following purposes:

1. To receive the audited financial statements of the Company for the years ended December 31, 2018 and December 31, 2019 and the reports of the auditor on those statements.
2. To set the number of directors for the ensuing year at three.
3. To elect directors for the ensuing year.
4. To appoint the auditor for the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor.
5. To consider and, if thought advisable, pass an ordinary resolution ratifying and approving the Company’s existing 10% rolling stock option plan as more particularly described in the Company’s management information circular dated May 22, 2020 accompanying this Notice of Meeting (the “**Information Circular**”).
6. To consider and if thought appropriate, pass, with or without amendment, a special resolution altering the Company’s articles to incorporate advance notice provisions for the nomination of directors of the Company as more particularly described in the Information Circular.
7. To transact such other business as may properly come before the Meeting or any adjournments thereof.

This Notice of Meeting is accompanied by the Information Circular and either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders. Shareholders are requested to read the Information Circular and, if unable to attend the Meeting in person, complete, date, sign and return the proxy or voting instruction form, as applicable, so that as large a representation as possible may be had at the Meeting.

The Board of Directors of the Company has fixed the close of business on May 22, 2020 as the record date, being the date for the determination of the registered holders of common shares entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof. The Board of Directors has also fixed 10:00 a.m. (Pacific time) on Wednesday, June 24, 2020, or no later than 48 hours before the time of any adjourned Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof shall be deposited with the Company’s registrar and transfer agent, Computershare Investor Services Inc.

DATED at Vancouver, British Columbia, as of the 22nd day of May, 2020.

NORTHERN LION GOLD CORP.

(signed) “*Luke Norman*”

By: _____
Luke Norman
President and Chief Executive Officer