



**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON MARCH 25, 2022**

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders of Northern Lion Gold Corp. (the “**Company**”) will be held at 67 East 5<sup>th</sup> Avenue, Vancouver, B.C., on Friday, March 25, 2020, at 11:00 a.m. (Pacific time).

**However, due to the ongoing pandemic of COVID-19 and variants of concern and current provincial and federal restrictions and guidance (including potential future restrictions and guidance) regarding public gatherings, shareholders and proxyholders are strongly encouraged to vote by proxy in advance of the Meeting and not attend the Meeting in person so that the Company can mitigate potential risks to the health and safety of shareholders, employees, and the community. Strict limitations on the number of persons permitted entry to the physical meeting location will apply and guests will not be permitted entry. 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 and variants of concern, 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 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 year ended December 31, 2020 and the report 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 February 15, 2022 accompanying this Notice of Meeting (the “**Information Circular**”).
6. 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 February 15, 2022 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 11:00 a.m. (Pacific time) on Wednesday, March 23, 2022, 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, Odyssey Trust Company.

DATED at Vancouver, British Columbia, as of the 15th day of February, 2022.

**NORTHERN LION GOLD CORP.**

(signed) *"Luke Norman"*  
By: \_\_\_\_\_  
Luke Norman  
President and Chief Executive Officer