



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of shareholders of Providence Gold Mines Inc. (the “Company”) will be held at the Offices of Owen Bird Law Corporation, Three Bentall Centre, Suite 2900, 595 Burrard Street, Vancouver, British Columbia on Wednesday, August 28, 2019, at the hour of 9:00 a.m. (Vancouver time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the year ended December 31, 2018, together with the auditor's report thereon and the Report of the Directors.
2. To appoint the auditor for the ensuing year.
3. To fix the number of Directors for the ensuing year at four (4).
4. To elect directors to hold office until the next Annual General Meeting.
5. To consider and, if thought fit, to approve an ordinary resolution approving and ratifying the Company's currently implemented rolling stock option plan, subject to regulatory approval, as more fully set forth in the information circular accompanying this notice.
6. For disinterested shareholders, to consider and, if thought fit, to approve matters concerning incentive stock options to insiders, as set out in the accompanying Information Circular.
7. To transact such further or other business as may properly come before the meeting and any adjournments thereof.

The accompanying information circular provides additional information relating to the matters to be dealt with at the meeting and is deemed to form part of this notice.

Shareholders unable to attend the Annual General Meeting in person are requested to read the enclosed Information Circular and Proxy, then complete, sign and date the enclosed Proxy and deposit same together with the power of attorney or other authority, if any, under which it was signed within the time and to the location set out in the instructions in the enclosed form of Proxy and Information Circular.

DATED at Vancouver, British Columbia, this 29th day of July, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS
OF PROVIDENCE GOLD MINES INC.**

(sgd) “*Ronald Allan Coombes*”
President & CEO