



804 - 750 West Pender Street Vancouver, B.C. V6C 2T7

Telephone: 604-682-2928 Fax: 604-685-6905

www.engineergoldmines.com

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special general meeting (the “**Meeting**”) of the holders of common shares of Engineer Gold Mines Ltd. (the “**Company**”) will be held at Suite 804, 750 West Pender Street, Vancouver, British Columbia on **Wednesday December 23, 2020** at 11:00 a.m. (Vancouver Time) for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended November 30, 2019 the auditor’s report thereon and management’s discussion and analysis for the financial year then ended;
2. To fix the number of directors for the ensuing year at four;
3. To elect directors of the Company for the ensuing year;
4. To appoint DMCL Inc., as auditors for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
5. To approve the Company’s new stock option plan, as more particularly described in the accompanying Information Circular
6. To amend the Company’s articles as more particularly described in the accompanying information circular; and
7. To transact any other business that may properly come before the meeting and any adjournment thereof.

Accompanying this Notice is the Information Circular in respect of the Meeting, which includes, among other things, the full text of the above resolutions and detailed information relating to the matters to be addressed at the Meeting. Please advise the Company of any change in your mailing address.

Registered Shareholders: Every registered shareholder of common shares at the close of business on the record date is entitled to receive notice of and to attend and vote such common shares at the Meeting. Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their common shares will be voted at the Meeting are requested to complete, sign and deliver the enclosed form of proxy c/o Proxy Dept., Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournments thereof. Further instructions with respect to the voting by proxy are provided in the form of proxy and in the Information Circular accompanying this Notice.

Non-Registered Shareholders: Shareholders may beneficially own common shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary (“**Non-Registered Shareholders**”). Without specific instructions, intermediaries are prohibited from voting shares for their clients. **If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by your broker, intermediary or its agent is returned according to their instructions, sufficiently in advance of the deadline specified by the broker, intermediary or agent, to ensure that they are able to provided voting instructions on your behalf.**

Dated at Vancouver, British Columbia, this 17th day of November, 2020.

ENGINEER GOLD MINES LTD.

“Thomas Kennedy”

CEO