



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of the shareholders of **GGX Gold Corp.** (the “**Company**”) will be held at Suite 1100-1111 Melville Street, Vancouver, British Columbia, on **Wednesday August 19, 2020**, at 2:30pm (Vancouver time) (the “**Meeting**”), for the following purposes:

1. To receive the audited annual financial statements of the Company for the year ended June 30, 2019, together with the auditor’s report thereon.
2. To elect directors of the Company for the ensuing year.
3. To appoint WDM Chartered Accountants, as Auditors of the Company for the ensuing year and authorize the directors to fix their remuneration.
4. To approve the proposed Stock Option Plan of the Company as more particularly described in the Information Circular and to authorize the Directors to make modifications thereto in accordance with the Stock Option Plan and the policies of the TSX Venture Exchange;
5. To consider and, if thought fit, to approve an ordinary resolution approving and ratifying the RSU Plan as more particularly described in the Information Circular and to authorize the Directors to make modifications thereto in accordance with the RSU Plan and the policies of the TSX Venture Exchange; and
6. To transact such other business as may properly come before the Meeting.

The board of directors has set July 15, 2020 as the record date for determining the shareholders entitled to receive notice of and vote at the Meeting.

A list of persons proposed to be nominated for election as Directors and the name of the auditors proposed to be appointed are set out in the management information circular.

If you are a registered shareholder and are unable to be present at the Meeting in person, in order for your proxy to be valid and your votes to be counted, you must date, execute and return the accompanying form of proxy to Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 (Attn: Proxy Department) unless the chair of the Meeting elects to exercise his or her discretion to accept proxies received subsequently. Proxies must be received no later than 2:30 p.m. (Vancouver time) on August 17, 2020

If you are a non-registered shareholder and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or other intermediary. If you are a non-registered shareholder and do not complete and return the materials in accordance with such instructions, you may lose the right to vote at the Meeting.

DATED at Vancouver, British Columbia this 15th day of July 2020

ON BEHALF OF THE BOARD OF DIRECTORS

Barry Brown Chief Executive Officer