

## ML GOLD CORP.

Suite 2000 - 1177 West Hastings Street  
Vancouver, B.C.  
V6E 2K3

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON May 15, 2019

NOTICE IS HEREBY GIVEN that the 2019 annual general and special meeting (the “**Meeting**”) of the shareholders of ML Gold Corp. (the “**Company**”) will be held at #2000 - 1177 West Hastings Street, Vancouver, B.C., on Wednesday, May 15 2019, at 10:00 a.m. (Vancouver time) for the following purposes:

1. To receive the audited financial statements of the Company for the year ended August 31, 2018 and the report of the auditor on those statements.
2. To set the number of directors for the ensuing year at five.
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, ratify and approve the Company’s existing stock option plan as more particularly described in the Company’s management information circular dated April 3<sup>rd</sup>, 2019 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 is accompanied by the management 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 have fixed the close of business on March 29, 2019 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 has also fixed 10:00 a.m. (Vancouver time) on Monday, May 13, 2019, 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, TSX Trust Company.

DATED at Vancouver, British Columbia, as of the 4<sup>th</sup> day of April, 2019.

**ML GOLD CORP.**

By: (signed) “*Adrian Smith*”

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Adrian Smith – President & Director