



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of the shareholders of BMEX Gold Inc. (the “**Company**”) will be held at Suite 789, 999 West Hastings Street, Vancouver, British Columbia, Canada, on Tuesday, June 1, 2021 at 10:00 AM (Pacific time), for the following purposes:

1. To receive and consider the consolidated audited financial statements of the Company for the fiscal year ended August 31, 2020, together with the report of the auditor thereon.
2. To fix the number of directors for the ensuing year at five (5).
3. To elect directors of the Company for the ensuing year.
4. To re-appoint D&H Group LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors.
5. To re-approve the Company’s Stock Option Plan dated September 15, 2017.
6. To consider and, if thought fit, to approve the adoption of a Performance and Restricted Share Unit Plan for the Company.
7. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The Board of Directors set April 22, 2021 as the record date for determining the shareholders entitled to receive notice of and vote at the Meeting.

An Information Circular accompanies this Notice which contains details of the matters to be considered at the Meeting. The consolidated audited financial statements for the financial year ended August 31, 2020, the report of the auditor and the management discussion and analysis thereon will be made available at the Meeting and are available on SEDAR at www.sedar.com.

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 the Company, c/o Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 (Attn: Proxy Department) by not later than 10:00 a.m. (Vancouver time) on May 27, 2021 or, if the Meeting is adjourned, not later than 48 hours (excluding Saturdays and holidays) before the time for holding the adjourned meeting.

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.

The Company intends to hold the Meeting in person. However, due to the COVID-19 pandemic, to mitigate risk to the health and safety of our communities, shareholders and employees, the Company requests that shareholders not attend the Meeting in person. The Company encourages shareholders to instead vote their shares in advance of the Meeting via mail, facsimile or online. No management presentation will be made at the Meeting.

If any shareholder does wish to attend the Meeting in person, please contact the Company at 1-800-482-7560 or email info@bmexgold.com in order for arrangements to be made that comply with all recommendations, regulations and orders related to the COVID-19 pandemic.

The Meeting can accommodate no more than 4 shareholders in person. Attendance will be on a first come, first served basis. No shareholder who is experiencing any symptoms of COVID-19, including fever, cough or difficulty breathing will be permitted to attend the Meeting in person. The Company may take additional precautionary measures in relation to the Meeting as necessary in response to further developments related to the COVID-19 pandemic and shall comply with all applicable recommendations, regulations and orders related thereto. In the event it is not possible or advisable to hold the Meeting in person, the Company will announce alternative arrangements for the Meeting as promptly as practicable, which may include holding the Meeting entirely by electronic means.

You should not attend the Meeting if you or someone with whom you have been in close contact with are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days prior to the Meeting.

DATED at Vancouver, British Columbia, May 5, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

Warner Uhl

Chief Executive Officer, President and Director