

**DUNNEDIN VENTURES INC.**  
Suite 302, 750 West Pender Street  
Vancouver, BC V6C 2T7

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING**

**NOTICE** is hereby given that the Annual General and Special Meeting (the “**Meeting**”) of **DUNNEDIN VENTURES INC.** (the “**Company**”) will be held on **Friday, December 22, 2017**, at 10:00 a.m. (Vancouver time) at 2200 – 885 West Georgia Street, Vancouver, British Columbia, for the following purposes:

1. To receive and consider the Audited Financial Statements for the financial years ending September 30, 2015 and September 30, 2016, together with the Auditors’ Reports thereon.
2. To appoint BDO Canada LLP, Chartered Accountants, as auditor of the Company for the ensuing year, at a remuneration to be fixed by the directors.
3. To set the number of directors for the ensuing year at six (6).
4. To elect directors to hold office until the next annual general meeting of the Company.
5. To approve the Company’s amended stock option plan, as set out under the heading “Approval of Rolling Stock Option Plan” in the attached Information Circular.
6. To consider, pursuant to an interim order of the Supreme Court of British Columbia dated November 24, 2017, as the same may be amended (the “**Interim Order**”) and, if thought advisable, to pass, with or without variation, a special resolution (the “**Arrangement Resolution**”) approving the plan of arrangement (the “**Arrangement**”) under section 288 of the *Business Corporations Act* (British Columbia) (“**BCBCA**”) involving the Company and Dunnedin Gold Inc. (“**DGI**”), the full text of which is set forth in Schedule “C” to the attached Information Circular.
7. To transact such other business as may properly come before the Meeting or at any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

If you are unable to attend the Meeting in person, you may still vote on the above items by submitting a Proxy. A form of Proxy has been provided in this package, together with an Information Circular which forms part of this Notice. Please refer to the Notes to the Proxy for instructions on completing the Proxy. To be effective, the Proxy must be completed, dated, signed and returned within the time limits and in accordance with the instructions set out in the Notes to the Proxy. As stated in the Notes, the enclosed Proxy is solicited by or on behalf of management of the Company, and the persons named as proxyholder are directors and/or officers of the Company, or nominees selected by management. You may appoint another to represent you at the Meeting by striking out the names of the persons therein and inserting, in the space provided, the name of the person you wish to represent you at the Meeting.

The record date for determining the shareholders of the Company (the “**Shareholders**”) entitled to receive notice of, and vote at, the Meeting is the close of business on October 27, 2017 (the “**Record Date**”).

Take notice that, pursuant to the Interim Order, each registered Shareholder as of the Record Date has been granted the right to dissent in respect of the Arrangement Resolution and, if the Arrangement becomes effective, to be paid, by the Company, the fair value of the Common Shares (as defined in the Information Circular) in respect of which such registered Shareholder validly dissents, in accordance with the dissent procedures contained in Sections 237 to 247 of the BCBCA, as modified and supplemented by the Interim Order, the Plan of Arrangement (as defined in the Information Circular) and the Final Order (as defined in the Information Circular). To exercise such right, (a) a written notice of dissent with respect to the Arrangement Resolution from

the registered Shareholder must be received by the Company at the following address for such purpose, c/o Cassels Brock & Blackwell LLP, Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, Canada V6C 3E8, Attention: Sam Cole, by no later than 10:00 a.m. (Vancouver time) on December 20, 2017, or two business days prior to any adjournment or postponement of the Meeting; (b) the registered Shareholder must not have voted in favour of the Arrangement Resolution; and (c) the registered Shareholder must have otherwise complied with the dissent procedures in Sections 237 to 247 of the BCBCA, as modified and supplemented by the Interim Order, the Plan of Arrangement and the Final Order. The right to dissent is described in the Circular and the text of each of the Interim Order and Sections 237 to 247 of the BCBCA is set forth in Schedule "E" and Schedule "F", respectively, to the Circular.

**Failure to strictly comply with the provisions of the BCBCA, as modified and supplemented by the Plan of Arrangement, the Interim Order and the Final Order, may result in the loss of any right of dissent.**

DATED at Vancouver, British Columbia, this 24<sup>th</sup> day of November, 2017.

By Order of the Board of Directors  
**DUNNEDIN VENTURES INC.**

*"Tony M. Ricci"*

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**TONY M. RICCI**  
**Director and CFO**