

**BIG DOUGIE CAPITAL CORP.**

**NOTICE OF ANNUAL GENERAL AND SPECIAL  
MEETING OF SHAREHOLDERS**

**AND**

**MANAGEMENT INFORMATION CIRCULAR**

**IN RESPECT OF AN ANNUAL GENERAL AND SPECIAL  
MEETING OF SHAREHOLDERS TO BE HELD ON  
NOVEMBER 9, 2020**

**OCTOBER 6, 2020**

# BIG DOUGIE CAPITAL CORP.

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Common Shares**") of Big Dougie Capital Corp. (the "**Corporation**") will be held at the offices of Burstall LLP, located at Suite 1600, 333 – 7<sup>th</sup> Avenue SW, Calgary, Alberta, on Monday, November 9, 2020 at 10:00 a.m. (Calgary time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended December 31, 2019 together with the auditors' report thereon;
2. to fix the number of directors to be elected at the Meeting at four (4);
3. to elect the directors of the Corporation to hold office until the next annual meeting of Shareholders;
4. to appoint MNP LLP as auditors for the Corporation to hold office until the next annual meeting of Shareholders and to authorize the directors to fix their remuneration;
5. to consider and, if thought fit, pass, with or without variation, a resolution in the form included in the management information circular dated October 6, 2020 (the "**Information Circular**") accompanying this Notice of Meeting approving the Corporation's stock option plan;
6. to consider and, if though fit, pass, without or without variation, a special resolution, the full text of which is set forth in the Information Circular, authorizing the change of name of the Corporation to "Stuve Gold Corp.", "DMS Gold Corp." or such other name as the board of directors of the Corporation, in its sole discretion and subject to applicable regulatory approval, determines to be appropriate;
7. to consider and, if thought fit, pass, with or without variation, a special resolution, the full text of which is set forth in the Information Circular, approving a consolidation of the issued and outstanding Common Shares on the basis of one (1) post-consolidation Common Share for up to every five (5) pre-consolidation Common Shares; and
8. to transact such other business as may properly come before the Meeting.

**DATED** at Calgary, Alberta this 6<sup>th</sup> day of October, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
BIG DOUGIE CAPITAL CORP.**

*"Al J. Kroontje"*

Al J. Kroontje

Chief Executive Officer and Director

### **IMPORTANT**

**In order to protect the health and safety of Shareholders and the broader community, only registered Shareholders or their duly appointed proxy holders will be permitted to attend the Meeting and the Meeting will otherwise be conducted in accordance with the requirements of any applicable provincial or federal public health directives. The Corporation strongly encourages Shareholders to vote by proxy in advance of the Meeting and to not attend the Meeting in person.** Shareholders and others who might otherwise attend the Meeting in person may instead listen to the Meeting in real-time by calling +1 (647) 497-9391 (Canada) or +1 (571)

317-3129 (United States), Access Code: 767-028-773, and/or logging on to <https://www.gotomeet.me/BurstallLLP/Big-Dougie-Capital-Corp-2020-AGM>.

**Shareholders who have questions they would like to pose at the Meeting may send those questions to the Corporation in advance of the meeting at [al@kasten.ca](mailto:al@kasten.ca). Please include your name and return email address when you convey your questions.**

As COVID-19 is a rapidly evolving situation, the Corporation will continue to monitor and review provincial and federal governmental guidance in order to assess and implement measures to reduce the risk of spreading the virus at the Meeting, which may include potentially adjourning, postponing or changing the format of the Meeting. The Corporation will provide updates to any arrangements in respect of the Meeting by way of news release. Shareholders are encouraged to monitor the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com), where copies of such news releases, if any, will be posted.

**If you are a registered Shareholder**, please complete and submit the enclosed form of proxy or other appropriate form of proxy. Completed forms of proxy must be received by Computershare Trust Company of Canada, at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department or by fax at 1-866-249-7775 (within North America) or at 1-416-263-9524 (outside North America), not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the Meeting or any adjournment or postponement thereof. You may also vote by phone at 1-866-732-8683 (toll free within North America) or 1-312-588-4290 (outside North America), or by internet voting at [www.investorvote.com](http://www.investorvote.com); provided that you do so not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the Meeting or any adjournment or postponement thereof.

**If you are not a registered Shareholder**, please complete the voting instruction form from your intermediary/broker and follow the instructions set out under "*Advice to Beneficial Shareholders on Voting Their Common Shares*" in the Information Circular.