

COMPASS GOLD CORPORATION

Suite 1430, 800 West Pender Street
Vancouver, British Columbia V6C 2V6

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the "**Meeting**") of shareholders of Compass Gold Corporation (the "**Company**") will be held at 10th Floor, 595 Howe Street, Vancouver, British Columbia, on November 16, 2017 at the hour of 4:00 p.m. (Vancouver time) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the financial year ended December 31, 2016, together with the reports of the auditor thereon;
2. to elect directors of the Company for the ensuing year;
3. to appoint Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix their remuneration;
4. to ratify and approve the Company's existing 10% rolling stock option plan;
5. to consider, and if thought fit, to pass, with or without variation, an ordinary resolution of disinterested shareholders approving the adoption of a restricted share unit plan, as more particularly described in the Circular;
6. to consider and, if thought fit, to pass, by a majority of the applicable minority, a resolution (the "**Acquisition Resolution**") authorizing and approving the Company's acquisition of all of the issued and outstanding shares of Mali Gold Exploration Pty Ltd. in exchange for common shares of the Company;
7. subject to approval of the Acquisition Resolution, to consider and, if thought fit, to pass a special resolution (the "**Continuance Resolution**") approving the continuation of the Company's corporate existence from the *Business Corporations Act* (British Columbia) to the *Business Corporations Act* (Ontario);
8. subject to approval of the Continuance Resolution, to consider and, if thought fit, to pass, a resolution confirming the repeal of all existing by-laws of the Company and the enactment of a new By-Law No. 1, conditional on the continuance of the Company into the Province of Ontario; and
9. to approve the transaction of such further or other business as may properly come before the Meeting and any adjournment thereof.

Accompanying this Notice is the Information Circular in respect of the Meeting, which includes the full text of the above resolutions and detailed information relating to the matters to be addressed at the Meeting, and a form of Proxy. The Information Circular is incorporated by reference into this Notice. Shareholders unable to attend the Meeting in person should read the notes to the Proxy and complete and return the Proxy to the Company's Transfer Agent, Computershare Investor Services by mail or delivery to 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or as otherwise indicated in the instructions contained on the form of proxy. All proxies must be received no later than 48 hours prior to the commencement of the Meeting.

If you are a non-registered holder of shares of the Company and received these materials through your broker or another intermediary, please complete and return the form of proxy in accordance with instructions provided to you by your broker or such other intermediary.

The enclosed form of proxy appoints nominees of management as proxyholder and you may amend the proxy, if you wish, by inserting in the space provided the name of the person you wish to represent you as proxyholder at the Meeting.

DATED this 13th day of October, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

"James Henderson"

Director