

## COMPASS GOLD CORPORATION

330 Bay Street, Suite 1400, Toronto, Ontario M5H 2S8

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual and special meeting of the shareholders (the “**Meeting**”) of Compass Gold Corporation (the “**Corporation**”) will be held at the offices of Wildeboer Dellelce LLP, Suite 800, 365 Bay Street, Toronto, Ontario, on August 29, 2023, at 4:30 p.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended December 31, 2022, together with the report of the auditors thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as auditors of the Corporation and to authorize the directors of the Corporation to fix the auditors’ remuneration;
4. to consider and, if deemed appropriate, to approve, with or without variation, an ordinary resolution to re-approve and confirm the Corporation’s 10% “rolling” stock option plan, the full text of which resolution is set out in the accompanying Management Information Circular of the Corporation under the heading “Business to be Transacted at the Meeting – Annual Approval of Stock Option Plan”; and
5. to transact such further or other business as may properly come before the Meeting or any adjournment or postponement thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Management Information Circular.

The Corporation has determined to deliver this notice of meeting and the accompanying Management Information Circular and form of proxy (collectively, the “**Meeting Materials**”) to shareholders by posting the Meeting Materials online at [www.compassgoldcorp.com](http://www.compassgoldcorp.com) in accordance with the notice and access notification mailed to shareholders of the Corporation.

The Meeting Materials will be available online at [www.compassgoldcorp.com](http://www.compassgoldcorp.com) as of July 28, 2023, and will remain on the website for one full year thereafter. The Meeting Materials will also be available under the Corporation’s profile on SEDAR (the System for Electronic Document Analysis and Retrieval) at [www.sedar.com](http://www.sedar.com). All shareholders of the Corporation will receive a notice and access notification containing information on how to obtain electronic and paper copies of the Meeting Materials in advance of the Meeting. Shareholders may request to receive a paper copy of the Meeting Materials by mail, free of charge, as follows:

- If you are a registered shareholder with 15-digit control number, contact Computershare Investor Services Inc. at 1-866-962-0498, or Outside North America at 1 (514) 982-8716.
- If you are a non-registered shareholder with 16-digit control number, contact Broadridge Investor Communications Solutions at 1-877-907-7643, or Outside North America at 1 (303) 562-9305.

In order to receive a paper copy in time to vote before the Meeting, your request should be received by August 15, 2023.

**Only shareholders whose names have been entered in the register of shareholders at the close of business on July 13, 2023, the record date for the Meeting, will be entitled to receive notice of and to vote at the Meeting.**

**A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment or postponement thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the enclosed form of proxy must be deposited with the Corporation's registrar and transfer agent, Computershare Investor Services Inc., by mail or delivery to 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, Attn: Proxy Department, no later than 4:30 p.m. (Toronto time) on August 25, 2023, or at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) before any adjournment or postponement of the Meeting.**

**If you are a non-registered shareholder (for example, if you hold shares of the Corporation in an account with a broker or other intermediary), you should follow the voting procedures described in the form of proxy or voting instruction form provided by your intermediary or call your intermediary for information as to how you can vote your shares. Note that the deadlines set by your intermediary for submitting your form of proxy or voting instruction form may be earlier than the dates described above.**

**Late instruments of proxy may be accepted or rejected by the Chair of the Meeting in his or her discretion and the Chair is under no obligation to accept or reject any particular late instrument of proxy.**

**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 at Toronto, Ontario as of July 18, 2023.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Larry Phillips"*

Larry Phillips  
Chief Executive Officer and Director

### **IMPORTANT**

**The vast majority of our shareholders typically vote by proxy in advance of the meeting and we encourage shareholders to continue to vote in this manner, either by proxy or by voting instruction form, as described above and in further detail in the accompanying Management Information Circular.**

In order to ensure as many common shares as possible are represented at the Meeting, shareholders are strongly encouraged to complete the enclosed form of proxy and return it as soon as possible in the envelope provided for that purpose.

To be effective, the enclosed form of proxy must be deposited with the Corporation's registrar and transfer agent, Computershare Investor Services Inc., by mail or delivery to 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, Attn: Proxy Department, no later than 4:30 p.m. (Toronto time) on August 25, 2023, or at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) before any adjournment or postponement of the Meeting.

Shareholders who do not hold common shares in their own name are strongly encouraged to complete the voting instruction forms received from their broker or other intermediary as soon as possible and to follow the instructions set out under the heading "Non-Registered Holders" in the accompanying Management Information Circular