

FOSTERVILLE SOUTH EXPLORATION LTD.

NOTICE OF ANNUAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of Fosterville South Exploration Ltd. (the “**Corporation**”) will be held at the offices of Fasken Martineau DuMoulin LLP, 550 Burrard St. Suite 2900, Vancouver, British Columbia, on November 13, 2020, at 9:30 a.m. (local time), for the following purposes:

1. To receive and consider the report of the directors to the shareholders and the audited financial statements of the Corporation for the year ended December 31, 2019 together with the auditor’s report thereon.
2. To elect directors for the ensuing year.
3. To appoint BDO Canada LLP, as Auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration.
4. To consider, and if thought fit, approve, with or without amendment, an ordinary resolution to approve the Corporation’s stock option plan, as more particularly described in the accompanying joint management information circular (the “**Circular**”).
5. To consider, and if thought fit, approve, with or without amendment, a special resolution (the “**Arrangement Resolution**”), the full text of which is attached as Schedule A to the Circular for a statutory arrangement under section 288 of the *Business Corporations Act* (British Columbia) which involves, among other things, the distribution of common shares of Leviathan Gold Ltd. (“**SpinCo**”) to shareholders of the Corporation on the basis of one SpinCo common share for each common share of the Corporation held, all as more particularly described in the Circular.
6. To consider, and if thought fit, approve, with or without amendment, an ordinary resolution to approve the sale of the exploration licenses for the Avoca Project and the Timor Projects located in the state of Victoria, Australia and certain other tenements to SpinCo or its affiliates.
7. To consider, and if thought fit, approve, with or without amendment, an ordinary resolution to approve a stock option plan for SpinCo.
8. To consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or any adjournment thereof. Management is not currently aware of any other matters that could come before the Meeting.

Copies of the Arrangement Resolution, the plan of arrangement, the petition to the court, the interim order and notice of hearing of petition are attached to the Circular as Schedule A, Schedule C, Schedule D, Schedule E, and Schedule F respectively. Registered Shareholders have a right of dissent in respect of the proposed arrangement and to be paid the fair value of their common shares of the Corporation. The dissent rights are described in the accompanying Circular and are attached to the Circular as Schedule G. **Failure to strictly comply with the required procedures may result in the loss of any right of dissent.**

The Board of Directors of the Corporation has set October 2, 2020 as the record date for determining the Shareholders entitled to receive notice of and vote at the Meeting or any adjournment(s) or postponement(s) thereof.

If you are a registered Shareholder, whether or not you intend to attend the Meeting, you are requested to complete, sign, date and return the enclosed form of proxy (a “**Proxy**”) in accordance with the instructions set out therein and the enclosed management information circular. To be effective, Proxies must be received by: mail or delivery addressed to the Corporation’s registrar and transfer agent at Computershare, Attention: Proxy Department, 8th Floor, 100 University Avenue, Toronto, ON, M5J 2Y1; by telephone by calling Computershare toll-free in North America at 1-866-732-8683 or outside at North America 1-312-588-4290; by internet at Computershare’s website at www.investorvote.com and following the instructions thereon, or by faxing a copy of the completed, signed and dated Proxy to Computershare at 1-866-249-7775, in each case prior to 9:30 a.m. (Vancouver time) on November

13, 2020, or if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time the adjourned meeting is reconvened or postponed Meeting is convened. In certain circumstances, Proxies may also be deposited with the scrutineers of the Meeting, to the attention of the chair of the Meeting, at or immediately prior to the commencement of the Meeting or any postponement(s) or adjournment(s) thereof.

In order to mitigate risks to the health and safety of Shareholders, management, and the community at large, the Corporation, with regret, but in accordance with current public health guidelines, strongly discourages Shareholders from physically attending the Meeting and asks that all Shareholders vote by proxy prior to the Meeting - but especially if experiencing cold or flu-like systems, or if a Shareholder or someone the shareholder has been in close contact with has travelled to or from outside of Canada within 14 days prior to the Meeting. In light of the rapidly evolving news and guidelines related to the COVID-19 outbreak, we ask that, in considering whether to attend the Meeting, shareholders follow the instructions and Guidelines of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>), particularly with respect to “social distancing” efforts, as well as all additional provincial and local instructions and guidance.

Non-registered Shareholders who are beneficial owners of common shares registered in the name of a broker, dealer, custodian, nominee or other intermediary should carefully follow the instruction on the form received from their intermediary in respect of voting of shares that they beneficially own to ensure that their shares are voted at the Meeting in accordance with their instructions.

SHAREHOLDERS ARE REMINDED TO CAREFULLY REVIEW THE CIRCULAR BEFORE VOTING.

DATED at Vancouver, British Columbia this 9th day of October, 2020.

ON BEHALF OF THE BOARD OF DIRECTORS

(s) Bryan Slusarchuk

Bryan Slusarchuk, President and CEO

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.