

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

AND

MANAGEMENT PROXY CIRCULAR

TOMAGOLD CORPORATION



This information is provided in connection with the solicitation by the management of TomaGold Corporation of proxies to be voted at the Annual and Special Meeting of Shareholders of the corporation to be held at the Marriott Château Champlain, Room Etude Champlain, floor A, 1 Place du Canada, Montréal (Québec) H3B 4C9, Canada, on September 28, 2018 at 10:00 a.m. (Montréal time).

DATED AUGUST 29, 2018

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PROXY FORM

TOMAGOLD CORPORATION



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that an Annual and Special Meeting (the "**Meeting**") of the holders of Class "A" shares (the "**Common Shares**") of TomaGold Corporation (the "**Corporation**") will be held at the Marriott Château Champlain, Room Etude Champlain, floor A, 1 Place du Canada, Montréal (Québec) H3B 4C9, Canada, on September 28, 2018 at 10:00 a.m. (Montréal time), for the following purposes:

1. receive the annual financial statements for the fiscal year ended August 31, 2017, as well as the auditors' report thereto;
2. proceed with the increase of the number of directors at six and the election of the Directors of the Corporation;
3. appoint the auditors of the Corporation and authorize the Directors to fix their remuneration;
4. approve the rolling Stock Option Plan of the Corporation; and
5. transact such other business as may properly come before the Meeting or any adjournment thereof.

The Management Proxy Circular and the proxy form (the "**Proxy**") are appended hereto.

Shareholders may exercise their rights by attending the Meeting or by completing the Proxy. Should you be unable to attend the Meeting, kindly complete and sign the enclosed Proxy and return same as soon as possible in the envelope provided herein. Your shares will be voted in accordance with your instructions as indicated on the Proxy. Please note that said Proxy will not be valid unless it is deposited at the offices of the AST Trust Company (Canada) ("**AST**"), Proxies Department, 320, Bay Street, B1 Level, Toronto (Ontario) M5H 4A6 ou au 2001, boul. Robert-Bourassa, bureau 1600, Montréal (Québec) H3A 2A6, no later than forty-eight (48) open hours preceding the Meeting or any adjournment thereof, or unless it is delivered to the Chairman of the Meeting prior to the commencement of the Meeting, or any adjournment thereof. A person appointed as Proxy need not be a shareholder of the Corporation.

Notice is also hereby given that the Corporation's Board of Directors has fixed the record date for the Meeting at the close of business on August 17, 2018 (the "**Record Date**"). Only holders of Common Shares as of the Record Date will be entitled to receive notice of the Meeting. Shareholders at the Record Date will be entitled to vote their shares at the Meeting, unless any such shareholder transfers his/her shares after the Record Date, in which case the transferee of such shares will be entitled to vote such shares at the Meeting if the transferee establishes that he owns said shares and requests, no later than ten (10) days prior to the Meeting, that the transferee's name be included in the list of shareholders entitled to vote at the Meeting.

SIGNED at Montreal, this 29th day of August, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) David Grondin _____

David Grondin

President and Chief Executive Officer

Enclosure: Management Proxy Circular
 Proxy
 Pre-paid mail envelope