

FUSION GOLD LTD.

Suite 1400, 400 Burrard Street
Vancouver, BC V6C 3A6
Phone: 604-628-1033/Fax: 604-688-0094

Notice of Annual General and Special Meeting of Shareholders

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of Shareholders (the “**Meeting**”) of **Magnitude Mining Ltd.** (the “**Company**”) will be held at the Company’s head office located at **14th Floor, 400 Burrard Street, Vancouver, British Columbia, Canada, V6C 3A6** on **Wednesday, May 1, 2019** at **10:00 a.m.** (Vancouver Time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the financial year ended December 31, 2018, together with the report of the auditors thereon;
2. To fix the number of Directors of the Company at THREE (3);
3. To elect Directors of the Company for the ensuing year;
4. To appoint Charlton & Company, LLC, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration;
5. To consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to approve the Company’s Stock Option Plan, as more fully described in the accompanying Management Information Circular; and
6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Management Information Circular (the “**Circular**”) accompanying this notice. The audited financial statements and related management’s discussion and analysis for the Company for the financial year ended December 31, 2018 have already been mailed to those shareholders who have previously requested to receive them. Otherwise, they are available upon request to the Company or they can be found on SEDAR at www.sedar.com. **This notice is accompanied by the Circular, either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders and a supplemental mailing list return card.** Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and to return it in the envelope provided for that purpose.

The Board of Directors of the Company has, by resolution, fixed the close of business on **Monday, March 25, 2019**, as the **record date**, being the date for the determination of the registered holders of common shares of the Company entitled to notice of and to vote at the Meeting and any adjournment or adjournments thereof.

Proxies to be used at the Meeting must be deposited with the Company, c/o the Company’s transfer agent, **Odyssey Trust Company, Proxy Department, 323 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2**, no later than **10:00 a.m.** (Vancouver time) on **April 29, 2019**, or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the date on which the Meeting or any adjournment thereof is held.

Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.

DATED at Vancouver, British Columbia this 25th day of March, 2019.

BY ORDER OF THE BOARD

(Signed) “January Vandale”
Chief Executive Officer