



**MIDNIGHT SUN MINING CORP.**  
**Suite 770, 789 West Pender Street**  
**Vancouver, British Columbia V6C 1H2**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the shareholders (the “**Meeting**”) of Midnight Sun Mining Corp. (the “**Company**”) will be held at 10:00 a.m. (Pacific Time) on June 7, 2023 at the offices of the Company, Suite 770, 789 West Pender Street, Vancouver, BC for the following purposes:

1. To receive and consider the consolidated financial statements of the Company together with the auditor’s reports thereon for the years ended December 31, 2022 and December 31, 2021;
2. To set the number of directors for election at five (5);
3. To elect directors for the ensuing year;
4. To appoint Davidson & Company LLP, Certified Professional Accountants, as Auditor of the Company for the ensuing year, and to authorize the directors to fix the Auditor’s remuneration;
5. To consider and, if thought fit, to pass an ordinary resolution approving the adoption of a new 10% “rolling” share option plan, as more particularly described in the accompanying information circular accompanying this notice; and
6. 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 at any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated; however, any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

**Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of Proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of Proxy and in the Information Circular.**

**Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy or voting instruction form and in the Information Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.**

DATED at Vancouver, British Columbia, this 5<sup>th</sup> day of May, 2023

**BY ORDER OF THE BOARD OF DIRECTORS**

***“Allan Fabbro”***

**Allan Fabbro  
President and Chief Executive Officer**