



## GOLDEN TAG RESOURCES LTD.

### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual general and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Golden Tag Resources Ltd. (the “**Corporation**”) will be held at the offices of the Corporation, 22 Adelaide Street West, Suite 2020, Toronto, ON M5H 4E3 on August 4, 2020 at 10:00 a.m. (Toronto time), for the following purposes, all as more particularly described in the enclosed management information circular (the “**Circular**”):

1. to receive and consider the financial statements of the Corporation for the year ended December 31, 2019 and the report of the auditors thereon;
2. to appoint MNP SENCRL srl (formerly Meyers Norris Penny LLP), the auditors of the Corporation, for the ensuing year and to authorize the board of directors of the Corporation (the “**Board**”) to fix their remuneration.
3. to elect five (5) directors of the Corporation for the ensuing year;
4. to consider, and if deemed appropriate, to pass, with or without variation, an ordinary resolution, to adopt a new 10% rolling stock option plan, attached as Schedule “A” to the Circular;
5. to consider and, if deemed advisable, to pass, with or without variation, a special resolution, confirming and approving an amendment to the articles of continuance of the Corporation dated July 11, 1995 (the “**Articles**”), changing the Province of the Corporation’s registered office from Quebec to Ontario;
6. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution, ratifying, confirming and approving the amendment and restatement of the Articles, in order to permit the directors to increase the size of the Board by up to one-third (1/3) of the number of directors elected at the last previous shareholders meeting;
7. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution, ratifying, confirming and approving the By-Law No. 2020-1 of the Corporation to become effective upon the amendment to the articles of the Corporation changing the location of the registered office of the Corporation from the Province of Quebec to the Province of Ontario, and authorizing at such time the repealing and replacing of By-Law No.1 of the Corporation adopted on July 12, 1995, which sets out the general rules that govern the business and affairs of the Corporation, a draft of which is attached as Schedule “B” to the Circular; and
8. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

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

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is June 22, 2020 (the “**Record Date**”). Shareholders whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

**In an effort to mitigate the risks associated with COVID-19, and to preserve the health and safety of our communities, Shareholders, employees and other stakeholders, we are inviting Shareholders to participate in the Meeting by dialing in to our conference line at: (+1) (800) 747-5150 (North America – Toll Free), followed by the Conference ID 3840022. Participants should dial in at least ten (10) minutes prior to the scheduled start time and ask to join the call. Shareholders will have an equal opportunity to participate at the Meeting through**

**to attend and vote at the Meeting. Shareholders cannot vote their common shares at the Meeting if attending via teleconference and must either vote prior to the Meeting or attend the Meeting in person in order to have their vote cast.**

**Voting**

**A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof.** To be effective, the enclosed form of proxy must be mailed or faxed so as to reach or be deposited with Computershare Investor Services Inc. at 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, Attn: Proxy Department, Fax: 1.866.249.7775, prior to the proxy deadline, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof. Registered Shareholders shall also have the option to vote by telephone or via the internet, as more particularly described in the Circular. Information on how non-registered (or beneficial) Shareholders may cast their vote is also described in greater detail in the Circular.

DATED this 8<sup>th</sup> day of July, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Greg McKenzie”*

Greg McKenzie  
President, Chief Executive Officer and Director