



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Annual General Meeting (the “Meeting”) of the shareholders of Queensland Gold Hills Corp. (formerly, Minfocus Exploration Corp.) (the “Company”) will be held on Thursday, December 22, 2022, at Suite 440, 755 Burrard Street, Vancouver, British Columbia 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 year ended February 28, 2022, together with the auditor's report thereon and the Report of the Directors.
2. To elect directors to hold office for the ensuing year.
3. To appoint De Visser Gray LLP as the auditors of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors for the ensuing year.
4. To consider and, if thought appropriate, to approve, with or without amendment, the Company's 2022 Equity Incentive Plan, including approval of a 10% rolling number of common shares issuable in connection with the stock options and for performance-based awards of restricted share units, performance share units and deferred share units, all as described in the Information Circular dated November 15, 2022 accompanying this Notice of Meeting (the “Circular”).
5. To transact such further or other business as may properly come before the meeting and any adjournments thereof.

The details of all matters proposed to be put before Shareholders at the Meeting are set forth in the Circular. At the Meeting, shareholders will be asked to approve each of the foregoing items. The Board of Directors of the Company set November 7, 2022 as the record date for determining the shareholders entitled to receive notice of and vote at the Meeting.

If you are a registered shareholder and are unable to be present at the Meeting in person, in order for your proxy to be valid and your votes to be counted, you must date, execute and return the accompanying form of proxy to Odyssey Trust Company, Suite 350, 409 Granville Street, Vancouver, British Columbia, V6C 1T2 (Attn: Proxy Department) by not later than 10:00 a.m. (Vancouver time) on December 20, 2022 or, if the Meeting is adjourned, not later than 48 hours (excluding Saturdays and holidays) before the time for holding the adjourned meeting.

If you are a non-registered shareholder and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or other intermediary. If you are a non-registered shareholder and do not complete and return the materials in accordance with such instructions, you may lose the right to vote at the Meeting.

If you are a non-registered Shareholder, please follow the instructions from your bank, broker or other financial intermediary for instructions on how to vote your shares.

Late proxies may be accepted or rejected by the Chairman of the Meeting at their discretion and the Chairman of the Meeting is under no obligation to accept or reject any particular late proxy. The Chairman of the Meeting may waive or extend the proxy cut-off without notice.

### **NOTICE-AND-ACCESS**

The Company has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 (the "Notice-and-Access Provisions") for the Meeting. The Notice-and-Access provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to Shareholders by allowing the Company to post the Circular and any additional materials online.

Shareholders will still receive this Notice of Meeting and a form of proxy and may choose to receive a paper copy of the Circular. The Company will not use the procedure known as "stratification" in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

**Please review the Circular carefully and in full prior to voting as the Circular has been prepared to help you make an informed decision on the matters to be acted upon. The Circular is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and at: <https://queenslandgoldhills.com/AGM>**

Any Shareholder who wishes to receive a paper copy of the Circular should contact the Company at 440 – 755 Burrard Street, Vancouver, British Columbia, Canada, or by toll-free telephone at 1-800-482-7560. Shareholders may also use the toll-free number to obtain additional information about the Notice-and-Access Provisions.

In order to ensure that a paper copy of the Circular can be delivered to a requesting Shareholder in time for such shareholder to review the Circular and return a voting instruction form or proxy prior to the deadline, it is strongly suggested that a Shareholder ensure their request is received no later than December 15, 2022.

DATED at Vancouver, British Columbia, this 15<sup>th</sup> day of November, 2022.

**BY ORDER OF THE BOARD OF DIRECTORS**

*Alicia Milne*

Chief Executive Officer, President & Director