



WINSHEAR GOLD

580-625 Howe Street
Vancouver, B.C.
V6C 2T6

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual and Special General Meeting (the “Meeting”) of the shareholders of **Winshear Gold Corp.** (the “Company”) will be held at Suite 580- 625 Howe Street, Vancouver, British Columbia V6C 2T6 on Wednesday, September 30, 2020 at **10:00 a.m.** (Vancouver time) to transact the usual business of an annual general meeting and for the following purposes:

1. To receive and consider the audited financial statements for the Company for the fiscal period ended March 31, 2020, including the accompanying notes and the auditor’s report and the annual Management Discussion and Analysis.
2. To appoint an auditor for the Company to hold office until the close of the next annual general meeting and to authorize the directors to fix the remuneration to be paid to the auditor of the Company.
3. To set the number of directors of the Company at five (5).
4. To elect directors to hold office until the close of the next annual general meeting.
5. To consider, and if deemed advisable, to approve the Company’s Incentive Stock Option Plan (the “Plan”) which allocates and reserves for issuance up to 10% of the Company’s issued common shares for the purpose of granting options under the Plan, as more particularly described in the Information Circular.
6. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution of disinterested shareholders to approve the issuance of shares to Palamina Corp. resulting in excess of 20% of the issued and outstanding common shares of the Company being issued, as more particularly described in the accompanying Information Circular; and
7. To transact such other business as may properly come before the meeting or any adjournment or adjournments thereof, without notice.

Shareholders of record on the Company’s books at the close of business of August 21, 2020 are entitled to notice of and to attend and vote at the Meeting or at any postponement or adjournment thereof. Pursuant to the Company’s governing documents, each Common Share is entitled to one vote.

An Information Circular accompanies this Notice and 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 the Notice may be properly 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.

NOTE OF CAUTION Concerning COVID-19 Outbreak

At the date of this Notice and the accompanying Information Circular it is the intention of the Company to hold the Meeting at the location stated above in this Notice. We are continuously monitoring development of current coronavirus (COVID-19) outbreak (“COVID-19”). In light of the rapidly evolving public health guidelines related to COVID-19, we ask shareholders to consider voting their shares by proxy and not attend the meeting in person. Shareholders who do wish to attend the Meeting in person should carefully consider and follow the instructions of the federal Public Health Agency of Canada: (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>).

We ask that shareholders also review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days immediately prior to the Meeting. All shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described on pages 1 to 3 of the Information Circular accompanying this Notice.

The Company reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 14 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Company will announce any and all of these changes by way of news release, which will be filed under the Company’s profile on SEDAR as well as on our Company website at www.winshear.com. We strongly recommend you check the Company’s website prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Company will not prepare or mail amended Meeting Proxy Materials.

While registered shareholders are entitled to attend the Meeting in person we strongly recommend that all Shareholders vote by proxy and accordingly ask that registered shareholders 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 (beneficial) shareholders who plan to attend the Meeting must follow the instructions set out in the Proxy or voting instruction form to ensure their shares are voted at the Meeting. If you hold your shares in a brokerage account, you are a non-registered (beneficial) shareholder.

A copy of the annual audited consolidated financial statements of the Company for its financial year ended March 31, 2020 and the auditor's report thereon, together with the corresponding management discussion and analysis are also being mailed to those shareholders who have requested a copy. These documents, along with news releases which describe important recent events material to the Company, may also be obtained on SEDAR at www.sedar.com.

DATED at Vancouver, B.C. this 27th day of August, 2020.

**BY ORDER OF THE BOARD
WINSHEAR GOLD CORP.**

Richard Williams

Richard Williams, Chief Executive Officer