



WINSHEAR GOLD

960-789 W Pender St.,
Vancouver, BC
V6C 1G9

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 960 – 789 West Pender Street, Vancouver, British Columbia V6C 1H2, by In Person / Zoom Webinar format, on Friday, September 30, 2022 at **9:00 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, 2022, 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 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 26, 2022 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.

In light of the ongoing public health concern related to COVID-19 and in order to comply with measures imposed by the federal and provincial governments, the Company is encouraging shareholders and others not to attend the Meeting in person. The Company is offering shareholders the option to listen and participate (but not vote) at the Meeting in real time by Zoom Webinar conference call by signing up via Eventbrite. The Eventbrite link is:

: <https://www.eventbrite.com/e/winshear-gold-annual-general-meeting-tickets-403897567497>. A zoom link will be provided in a personalized email 2 days prior to the meeting. Shareholders who decide they would like to attend the meeting via the Zoom Webinar conference call are encouraged to contact irene@winshear.com as soon as possible and a link will be provided to said shareholder by email. As at the date of this Notice and the accompanying Circular, it is the intention of the Company to hold the Meeting at the location stated above in this Notice.

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

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 the coronavirus pandemic (“COVID-19”). We ask shareholders to consider voting their shares by proxy to ensure that their vote is counted in the event that they become unable to attend due to illness or due to new public health guidelines.

Non-registered (beneficial) Shareholders who plan to attend the Meeting must follow the instructions set out in the Proxy or VIF 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.

If you do wish to attend the Meeting in person, the Company’s COVID policy requires that all persons entering the Company’s premises be symptom free, and provide valid proof of vaccination for COVID-19 including identification. Shareholders will also be requested to wear a mask while in the Company’s offices.

A copy of the annual audited consolidated financial statements of the Company for its financial year ended March 31, 2022 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 30th day of August, 2022.

BY ORDER OF THE BOARD
WINSHEAR GOLD CORP.

“Richard Williams”

Richard Williams, Chief Executive Officer