



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 on **Friday, November 3, 2023 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, 2023, including the accompanying notes and the auditor’s report and the annual Management Discussion and Analysis together with the unaudited interim financial statements for the period ended June 30, 2023.
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 “Current 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 Current 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 September 29, 2023 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. 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

In view of the current and evolving COVID-19 outbreak, the Company asks that, in considering whether to attend the Meeting in person, shareholders follow the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/2019-novel-coronavirus-infection.html>). The Company encourages Shareholders not to attend the Meeting in person if experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. The Company may take additional precautionary measures in relation to the Meeting in response to further developments in the COVID-19 outbreak. As always, the Company encourages shareholders to vote prior to the Meeting. Shareholders are encouraged to vote on the matters before the Meeting by proxy.

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 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.

A copy of the annual audited consolidated financial statements of the Company for its financial year ended March 31, 2023 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 29th day of September, 2023.

BY ORDER OF THE BOARD
WINSHEAR GOLD CORP.

“Richard Williams”

Richard Williams, Chief Executive Officer