

DUCKWORTH CAPITAL CORP.
Suite 2001 – 1969 Upper Water Street
Halifax, NS B3J 3R7

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT:

The annual and special meeting ("**Meeting**") of the shareholders ("**Shareholders**") of Duckworth Capital Corp. ("**Duckworth**" or the "**Corporation**") will be held at the offices of Duckworth, Suite 2001, 1969 Upper Water Street, Purdy's Tower II, Halifax, Nova Scotia on **Friday, October 12, 2018 at 2:00 p.m. (Atlantic Time)** for the following purposes:

1. to receive and consider the financial statements of Duckworth for the fiscal year ended May 31, 2018, together with the report of the auditors thereon;
2. to appoint as auditors for the forthcoming year, Manning Elliott LLP, at a remuneration to be fixed by the directors;
3. (A) to elect the current directors of the Corporation to serve from the close of the Meeting until the earlier of (i) the close of the next annual meeting of shareholders of the Corporation or until their successors are elected or appointed and (ii) the effective time of completion of the proposed qualifying transaction with Goldspot Discoveries Inc., as more fully described in the Management Information Circular; and (B) to elect new directors of the Corporation to serve from the effective time of completion of the Qualifying Transaction as defined in Policy 2.4 of the TSX Venture Exchange until the close of the next annual meeting of shareholders of the Corporation or until their successors are elected or appointed, as more fully described in the Management Information Circular;
4. to confirm Duckworth's Stock Option Plan, as required annually under the policies of the TSX Venture Exchange;
5. to consider and, if thought advisable, to pass a special resolution to change the name of Duckworth to Goldspot Discoveries Corp.;
6. to consider and, if thought advisable, to pass a special resolution to approve a consolidation of all the outstanding Duckworth shares by changing each two (2) Duckworth Shares into one (1) Duckworth Share; and
7. to transact such other business as may properly be brought before the Duckworth Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Circular.

Only Shareholders of record as of the close of business on Monday, September 10, 2018 are entitled to receive notice of the Meeting and to vote at the Meeting.

To assure your representation at the Meeting as a **Registered Shareholder**, please complete, sign, date and return the enclosed proxy, whether or not you plan to personally attend the Meeting. Sending your proxy will not prevent you from voting in person at the Meeting. All proxies completed by Registered Shareholders must be received by the Corporation's transfer agent, **Computershare Investor Services Inc.**, not later than **Wednesday, October 10, 2018 at 2:00 p.m. (Atlantic Time)**. A Registered Shareholder must return the completed proxy to Computershare Investor Services Inc., as follows:

- (a) by **mail** in the enclosed envelope;
- (b) by the **Internet** or **telephone** as described on the enclosed proxy; or
- (c) by **registered mail**, by **hand** or by **courier** to the attention of Computershare Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5H 2Y1.

Non-Registered Shareholders whose shares are registered in the name of an intermediary should carefully follow voting instructions provided by the intermediary. A more detailed description on returning proxies by Non-Registered Shareholders can be found in the attached Circular.

If you receive more than one proxy or voting instruction form, as the case may be, for the Meeting, it is because your shares are registered in more than one name. To ensure that all of your shares are voted, you should sign and return all proxies and voting instruction forms that you receive.

Dated at Halifax, Nova Scotia, as at the 10th day of September, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "William Carl Sheppard"

President