

HAVILAH MINING CORPORATION

1055 West Hastings Street, Suite 2200
Vancouver, British Columbia
V6E 2E9

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "**Meeting**") of the shareholders of Havilah Mining Corporation ("**Havilah**" or the "**Corporation**") will be held at the offices of Bennett Jones LLP, 3400 One First Canadian Place, 100 King Street West, Toronto, Ontario M5X 1A4, at 2:00 p.m. (Toronto time) on Tuesday, June 18, 2019 for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2018 together with the report of the auditor thereon;
2. to elect directors of the Corporation for the ensuing year;
3. to appoint the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration of the auditor;
4. to consider and, if deemed advisable, to pass, with or without variation, a resolution confirming and approving the restricted share unit plan of the Corporation (the "**RSU Plan**");
5. to consider and, if deemed advisable to, pass, with or without variation, a resolution confirming and approving the grants issued pursuant to the RSU Plan;
6. to consider and, if deemed advisable, to pass, with or without variation, a resolution confirming and approving the share incentive plan of the Corporation;
7. to consider and, if deemed advisable, to pass, with or without variation, a special resolution approving a change in the name of the Company to "1911 Gold Corporation" or such other name as is determined by the directors of the Company; and
8. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Particulars of the foregoing matters are set forth in the accompanying management information circular (the "**Circular**"). Please review the Circular carefully and in full prior to voting in relation to the matters set out above as the Circular has been prepared to help you make an informed decision on such matters.

The directors of the Corporation have fixed the close of business on May 14, 2019 as the record date (the "**Record Date**") for the determination of shareholders entitled to receive notice of, and to vote at, the Meeting. Only shareholders whose names have been entered in the register of shareholders as of the close of business on the Record Date will be entitled to receive notice of, and to vote at, the Meeting.

Shareholders are entitled to vote at the Meeting either in person or by proxy, as described in the Circular under the heading "General Proxy Information". Only registered shareholders of the Corporation, or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting. For information with respect to shareholders who own their Common Shares through an intermediary, see "General Proxy Information – Non-Registered Shareholders" in the Circular.

Whether or not you are able to attend the Meeting in person, you are encouraged to provide voting instructions on the enclosed form of proxy as soon as possible. To be included at the Meeting, your completed and executed form of proxy must be received by Computershare, 8th Floor, 100 University Ave, Toronto, ON M5J 2Y1, no later than 2:00 p.m. (Toronto time) on Friday, June 14, 2019 (or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to any reconvened Meeting in the event of an adjournment of the Meeting) or deposited with the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof. Voting instructions may also be provided by internet or facsimile by following the instructions on the form of proxy.

DATED at Vancouver, British Columbia this 14th day of May, 2019.

BY ORDER OF THE BOARD

(Signed) "Ron Clayton"

President, Chief Executive Officer and Director