

# GOLD MINING

GOLDMINING INC.

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## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 24, 2018

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TO: The Shareholders of GoldMining Inc.

NOTICE IS HEREBY GIVEN that the annual general meeting of Shareholders of GoldMining Inc. (the "**Corporation**") will be held at 1000 Cathedral Place, 925 West Georgia Street, Vancouver, British Columbia, Canada, on Thursday, May 24, 2018, at 12:00 p.m. (Vancouver time) (the "**Meeting**"), for the following purposes:

1. to receive the financial statements of the Corporation for its last financial year, together with the report of the auditors thereon;
2. to elect and fix the number of directors of the Corporation for the ensuing year;
3. to reappoint the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
4. to consider and, if thought appropriate, approve an ordinary resolution ratifying, affirming and approving the continued use of the amended and restated stock option plan of the Corporation dated October 18, 2016 (the "**Option Plan**") as set out in Schedule "A" of the accompanying Management Information Circular; and
5. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The accompanying Management Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Corporation's board of directors have fixed March 26, 2018 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment(s) or postponement(s) thereof. Each Registered Shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Management Information Circular.

Registered Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed form of proxy in accordance with the instructions set out therein and in the Management Information Circular accompanying this Notice of Meeting. A proxy will not be valid unless it is received by Computershare Investor Services Inc., 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1 by 12:00 p.m. (Vancouver time) on May 22, 2018 or not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s) thereof. The chairman of the Meeting has the discretion to accept proxies received after that time.

DATED at Vancouver, British Columbia, this 29<sup>th</sup> day of March, 2018.

**BY ORDER OF THE BOARD OF DIRECTORS**

*/s/ Amir Adnani*

Amir Adnani, Chairman

*If you are a non-registered shareholder of the Corporation and have received these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.*