

PINEHURST CAPITAL II INC.

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

To the shareholders of Pinehurst Capital II Inc. (the "**Corporation**"):

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting (the "**Meeting**") of the shareholders of the Corporation will be held on December 14, 2020 at 1:00 p.m. (Toronto Time) at Exchange Tower, 130 King St. West, Suite 2210, Toronto, Ontario, M5X 1E4 for the following purposes:

1. to receive the financial statements of the Corporation for the fiscal year ended December 31, 2019, together with the auditor's report thereon;
2. to appoint the auditor of the Corporation for the ensuing year and to authorize the directors to fix the remuneration of the auditor;
3. to increase the number of directors of the Corporation within the minimum and maximum numbers provided for in the articles of the Corporation from four (4) to six (6) upon the Effective Time, as more particularly described in the information circular in respect of the Meeting (the "**Circular**");
4. to elect the directors of the Corporation for the ensuing year and, subject to and conditional on the completion of the Qualifying Transaction (as such term is defined in Policy 2.4 – Capital Pool Companies of the Corporate Finance Manual of the TSX Venture Exchange) with Alliant Gold Corp. (formerly 1252201 B.C. Ltd.) (the "**Transaction**") to elect the directors of the Corporation as it exists immediately following the completion of the Transaction (the "**Resulting Issuer**") for the ensuing year, as more particularly described in the Circular;
5. to consider and, if deemed appropriate, approve with or without amendment, but subject to and conditional on the completion of the Transaction, an ordinary resolution approving the omnibus equity incentive plan of the Resulting Issuer, as more particularly described in the Circular;
6. to consider and, if deemed appropriate, approve with or without amendment, but subject to and conditional on the completion of the Transaction, a special resolution authorizing the change of the Corporation's name to "Aurea Mining Inc." or such other name as the directors may in their sole discretion determine, as more particularly described in the Circular;
7. to consider and, if deemed appropriate, approve with or without amendment, but subject to and conditional on the completion of the Transaction, a special resolution approving the continuance of the Corporation's corporate existence from the *Business Corporations Act* (Ontario) to the *Business Corporations Act* (British Columbia), as more particularly described in the Circular;
8. to consider and, if deemed appropriate, approve with or without amendment, but subject to and conditional on the completion of the Transaction, a special resolution approving an amendment to the articles of incorporation of the Corporation to consolidate all of the issued and outstanding common shares of the Corporation (the "**Common Shares**") on the basis of the Consolidation Ratio (as that term is defined in the Circular), with the final ratio to be determined jointly by the Corporation and Alliant Gold Corp.; and
9. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Circular.

Only shareholders of record of Common Shares at the close of business on November 9, 2020 are entitled to notice of and to attend the Meeting or any adjournments thereof and to vote thereat.

Registered holders of Common Shares who are unable to be present at the Meeting are requested to date and sign the enclosed form of proxy and return it to Computershare Investor Services Inc. at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or via the internet at www.investorvote.com not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any postponement or adjournment thereof.

Beneficial shareholders who receive these materials through their broker or other intermediary should complete and send the form of proxy in accordance with the instructions provided by their broker or intermediary. To be effective, a proxy must be received by Computershare Investor Services Inc. at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any postponement or adjournment thereof.

To mitigate risks related to the evolving global COVID-19 (coronavirus) public health emergency, the Corporation is providing access to the Meeting virtually via Zoom. Shareholders who access the Meeting via Zoom will be able listen to the Meeting and ask questions in an informal question and answer period regardless of their geographic location or particular circumstances they may be facing as a result of COVID-19. However, registered shareholders, and duly appointed proxyholders will not be able to vote via Zoom. **In light of COVID-19, we strongly encourage shareholders to vote in advance of the Meeting with the instructions provided in the Circular, rather than appearing in person or appointing an alternate proxyholder to attend the Meeting in person.**

In order to access the Meeting, shareholders and proxyholders will have two options, being via teleconference or through the Zoom application, which requires internet connectivity.

In order to access the Meeting through Zoom, attendees will need to download the application onto their computer or smartphone and, once the application is loaded, enter the Meeting ID and Password below or open the following link:

<https://zoom.us/j/98226829854?pwd=b1hCWVJiK3FkUWlwd09BZkZkRmNFZz09>.

Shareholders and proxyholders will have the option through the application to join the video and audio or simply view and listen.

Meeting ID: 982 2682 9854

Password: 928885

Join by telephone only:

+1 647 374 4685 (Toronto)
+1 647 558 0588 (Toronto Alternative)
+1 253 215 8782 US (Tacoma)
+1 301 715 8592 US (Washington D.C.)
+1 312 626 6799 US (Chicago)
+1 346 248 7799 US (Houston)
+1 669 900 6833 US (San Jose)
+1 929 205 6099 US (New York)

It is the attendees' responsibility to ensure connectivity during the Meeting and the Corporation encourages its shareholders to allow sufficient time to log in to the Meeting before it begins.

DISCLAIMER

ANY PERSON WHO ATTENDS THE MEETING IN PERSON DOES SO AT HIS OR HER OWN RISK AND BY ATTENDING THE MEETING IN PERSON, SUCH PERSON ACKNOWLEDGES AND AGREES THAT THE CORPORATION AND THE DIRECTORS, OFFICERS AND AGENTS THEREOF ARE NOT LIABLE TO THE PERSON FOR ANY ILLNESSES OR OTHER ADVERSE REACTIONS THAT MAY RESULT FROM SUCH PERSON'S ATTENDANCE AT THE MEETING. ANY PERSON WHO ATTEMPTS TO ENTER THE MEETING BUT IS DENIED ENTRY ACKNOWLEDGES AND AGREES THAT HE, SHE OR IT SHALL HAVE NO CLAIM AGAINST THE CORPORATION OR ITS, DIRECTORS, OFFICERS OR AGENTS FOR SUCH DENIAL OF ENTRY INTO THE MEETING.

Any person who is experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing or has travelled in the 21 days prior to the Meeting will not be permitted entry into the Meeting.

The situation with COVID-19 continues to evolve as we prepare this document. It is possible that there may be new restrictions or other regulatory actions prior to the Meeting that may impact the procedures or arrangements for the Meeting. If any such developments cause a change in the Meeting arrangements described in this document, the Corporation will advise shareholders by issuing a news release, a copy of which will be available on SEDAR at <http://www.sedar.com> and will be incorporated by reference herein.

Non-registered beneficial shareholders should follow the instructions of their intermediaries in order to vote their shares.

DATED as of the 13th day of November, 2020.

"David Rosenkrantz"

David Rosenkrantz
Chief Executive Officer,
Pinehurst Capital II Inc.