



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General and Special Meeting of the shareholders (the “**Meeting**”) of Goldgroup Mining Inc. (the “**Company**” or “**Goldgroup**”) will be held at Suite 1201, 1166 Alberni Street, Vancouver, British Columbia, V6E 3Z3, Canada on **June 28, 2022 at 10:00 a.m. (PDT)**, for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the financial year ended December 31, 2021 together with the report of the auditors thereon;
2. to elect directors of the Company for the ensuing year;
3. to appoint Davidson & Company LLP as the auditors of the Company and to authorize the directors to fix the auditors’ remuneration;
4. to consider and, if deemed advisable, pass, with or without variation, a special resolution approving an amendment to the articles of incorporation of the Company to consolidate its Common Shares on the basis of a ratio within the range of one post-consolidation common share for every two (2) pre-consolidation Common Shares to one post-consolidation Common Shares for every ten (10) pre-consolidation Common Shares, with the ratio to be selected and implemented by the Board of Directors in its sole discretion, if at all, at any time prior to April 30, 2023 as more particularly described in the information circular relating to the Meeting; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

This notice is accompanied by an information circular, a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders, and, for those registered shareholders who so requested, a copy of the audited consolidated financial statements and management’s discussion and analysis (“**MD&A**”) of the Company for the financial year ended December 31, 2021. Shareholders may request to receive copies of the Company’s annual and/or interim financial statements and MD&A on the form of proxy or voting instruction form. The audited consolidated financial statements and MD&A of the Company for the financial year ended December 31, 2021 will be sent to those shareholders who have previously requested to receive them. Otherwise, they are available upon request to the Company or they can be found on SEDAR at www.sedar.com or on the Company’s website at www.goldgroupmining.com.

Registered shareholders who are unable to attend the Meeting are requested to complete, date, sign and return the enclosed form of proxy and deposit it with the Company’s transfer agent by 10:00 a.m. (PDT) on Friday, June 24, 2022, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of any adjourned Meeting so that as large a representation as possible may be had at the Meeting. Non-registered shareholders of the Company who have received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the “**Intermediary**”), are required to complete and return the materials in accordance with the instructions provided by the Intermediary. The board of directors of the Company has by resolution fixed the close of business on May 18, 2022 as the record date being the date for the determination of the holders of Common Shares entitled to receive notice of and to vote at the Meeting and any adjournment thereof. Goldgroup shareholders are requested to complete and return the enclosed form of proxy to ensure that your Goldgroup Common Shares will be represented at the Meeting, whether or not you are personally able to attend. If you have questions, you may contact the Company’s Corporate Secretary by telephone at 604-682-1943 or by email at abalic@goldgroup.com.

DATED at Vancouver, British Columbia this 18th day of May, 2022.

(Signed) John McClintock
Chief Executive Officer