

CARLIN GOLD CORPORATION

320 - 800 West Pender Street
Vancouver, British Columbia
V6C 2V6

Telephone: (604)-638-1402 Facsimile: (604)-608-3878

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**Meeting**") of the shareholders of **CARLIN GOLD CORPORATION** (the "**Company**") will be held at the offices of DuMoulin Black LLP, 10th Floor, 595 Howe Street, Vancouver, British Columbia, on Tuesday, February 25, 2020, at the hour of 1:30 p.m., Vancouver Time, for the following purposes:

1. To receive and consider the report of the directors and the consolidated financial statements of the Company together with the auditor's report thereon for the financial year ended December 31, 2018.
2. To fix the number of directors at five (5).
3. To elect directors for the ensuing year.
4. To appoint the auditors for the ensuing year at a remuneration to be fixed by the directors.
5. To consider and, if thought fit, to pass an ordinary resolution approving and ratifying the Company's currently implemented Stock Option Plan, subject to regulatory approval, as more fully set forth in the Information Circular accompanying this notice.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice.

If you are unable to attend the Meeting in person, please complete, sign and date the enclosed form of proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location set out in the form of proxy accompanying this notice.

DATED this 22nd day of January, 2020.

BY ORDER OF THE BOARD

"Wayne Livingstone"

Wayne Livingstone
President & Chief Executive Officer