

PASOFINO GOLD LIMITED
550 Burrard Street, Suite 2900
Vancouver, British Columbia, V6C 0A3

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE is hereby given that the annual general and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Pasofino Gold Limited (the “**Company**”), to be held at the Company’s Toronto offices located at 333 Bay Street, Suite 2400, Toronto, Ontario, Canada, M5H 2T6 on December 21, 2020 at 10 a.m. (Toronto time) for the following purposes:

1. to receive and consider the Report of the Directors and to receive and consider the audited financial statements for the fiscal year ended April 30, 2020 together with the report of the auditors thereon;
2. to appoint McGovern Hurley LLP, Chartered Accountants, as auditors for the ensuing year and to authorize the directors of the Company to fix the remuneration to be paid to the auditors;
3. to fix the number of directors of the Company for the ensuing year at five (5);
4. to elect the directors of the Company for the ensuing year;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve, for the ensuing year, the Company’s existing incentive stock option plan;
6. to consider, and if thought appropriate, pass, subject to regulatory approval, a special resolution granting the board of directors of the Company (the “**Board**”) authority to complete a share consolidation, if they deem appropriate, of the Company’s common shares on the basis of up to fifteen (15) pre-consolidation shares for every one (1) post consolidation share (15:1) to occur sometime before the next annual general meeting, with the exact consolidation ratio and time of the consolidation to be determined by the Board; and
7. to transact such other business as may properly be transacted at such meeting or at any adjournment thereof. The nature of the business to be transacted at the Meeting is described in further detail in the accompanying management information circular of the Company (the “**Circular**”) under the section entitled “*Particulars of Matters to be Acted Upon*”.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is November 12, 2020 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof.

In order to mitigate risks to the health and safety of Shareholders, management, and the community at large, the Corporation, with regret, but in accordance with current public health guidelines, strongly discourages Shareholders from physically attending the Meeting and asks that all shareholders vote by proxy prior to the Meeting – but especially if experiencing cold or flu-like systems, or if a shareholder or someone the shareholder has been in close contact with has travelled to or from outside of Canada within 14 days prior to the Meeting. In light of the rapidly evolving news and guidelines related to the COVID-19 outbreak, we ask that, in considering whether to attend the Meeting, shareholders follow the instructions and Guidelines of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>), particularly with respect to “social distancing” efforts, as well as all additional provincial and local instructions and guidance.

If you are unable to attend the Meeting in person, please read the notes accompanying the instrument of proxy enclosed herewith (the “**Proxy**”) and then complete and return the Proxy within the time set out in the notes. As set out in the notes, the enclosed Proxy is solicited by management of the Company, but, you may amend it, if you so

desire, by striking out the names listed therein and inserting in the space provided, the name of the person you wish to represent you at the Meeting.

DATED at Toronto, Ontario, this 9th day of November, 2020.

BY ORDER OF THE BOARD OF DIRECTORS OF PASOFINO GOLD LIMITED

"Krisztian Toth"

Krisztian Toth
Chairman