

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 Hilton Toronto Hotel (The Richmond Room, Third Floor) 145 Richmond Street West Toronto, ON M5H 2L2 on December 23, 2021 at 10:00 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, 2021 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 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 16, 2021 (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.

The Company reserves the right to take any additional precautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 14 days immediately prior to the Meeting; (v) denying access to persons that do not have evidence of full vaccination or a negative COVID-19 rapid test result completed within 24 hours immediately prior to the Meeting, and (vi) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Company will announce any and all of these changes by way of news release, which will be filed under the Company’s profile on SEDAR. We strongly recommend you check the Company’s SEDAR

profile prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Company will not prepare or mail amended Meeting Proxy Materials.

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 22nd day of November, 2021.

BY ORDER OF THE BOARD OF DIRECTORS OF PASOFINO GOLD LIMITED

“*Krisztian Toth*”
Krisztian Toth
Chairman