

ANTLER GOLD INC.
Suite 2001 – 1969 Upper Water Street
Halifax, NS B3J 3R7

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT:

The annual and special meeting ("**Meeting**") of the shareholders ("**Shareholders**") of Antler Gold Inc. (the "**Corporation**") will be held at the offices of Antler Gold Inc., Suite 2001, 1969 Upper Water Street, Purdy's Tower II, Halifax, Nova Scotia on **Thursday, June 27, 2019 at 1:00 p.m. (Atlantic Time)** for the following purposes:

- (a) to receive and consider the financial statements of the Corporation for the year ended December 31, 2018, together with the report of the auditor thereon. No vote by Shareholders with respect thereto is required or proposed to be taken;
- (b) to elect directors of the Corporation for the forthcoming year;
- (c) to appoint the auditor of the Corporation for the forthcoming year and to authorize the directors to fix the auditor's remuneration;
- (d) to confirm and approve the Corporation's incentive stock option plan;
- (e) to consider and pass an ordinary resolution to approve the Corporation's Property Acquisition, the details of which are more fully set out in the Corporation's Management Information Circular dated May 23, 2019 under Special Business – Asset Acquisition on pages 10 and 11; and
- (f) to transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Management Information Circular.

The Corporation has fixed the close of business on Thursday, May 23, 2019 as the record date for determining Shareholders entitled to receive notice of, and to vote at, the Meeting and any postponement or adjournment of the Meeting.

To assure your representation at the Meeting as a **Registered Shareholder**, please complete, sign, date and return the enclosed proxy, whether or not you plan to personally attend the Meeting. Sending your proxy will not prevent you from voting in person at the Meeting. All proxies completed by Registered Shareholders must be received by the Corporation's transfer agent, **Computershare Investor Services Inc.**, not later than **Tuesday, June 25, 2019 at 1:00 p.m. (Atlantic Time)**. A Registered Shareholder must return the completed proxy to Computershare Investor Services Inc., as follows:

- (a) by **mail** in the enclosed envelope;
- (b) by the **Internet** or **telephone** as described on the enclosed proxy; or
- (c) by **registered mail**, by **hand** or by **courier** to the attention of Computershare Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1.

Non-Registered Shareholders whose shares are registered in the name of an intermediary should carefully follow voting instructions provided by the intermediary. A more detailed description on returning proxies by Non-Registered Shareholders can be found on page 3 of the attached Circular.

If you receive more than one proxy or voting instruction form, as the case may be, for the Meeting, it is because your shares are registered in more than one name. To ensure that all of your shares are voted you should sign and return all proxies and voting instruction forms that you receive.

Dated at Halifax, Nova Scotia, as at the 23rd day of May, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "Daniel Whittaker"

President and Chief Executive Officer