

## OPUS ONE RESOURCES INC.

4710 Saint-Ambroise Street, Suite 308,  
Montreal, QC H4C 2C7

### NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN that the annual and special general meeting of shareholders (the “Meeting”) of Opus One Resources Inc. (the “Corporation”) will be held on August 27, 2020 at 1:00 PM, solely by means of remote communication, rather than in person at the time and for the purposes set forth in the attached Notice of Meeting and at any adjournment thereof :**

1. To receive the financial statements of the Corporation for the year ended August 31, 2019 and the auditors’ report;
2. To approve the election of the directors;
3. To appoint the auditors and to authorize the board of directors to establish the auditors’ remuneration;
4. To consider, and if deemed advisable to adopt, a resolution annexed as Schedule “B” to the Information Circular, ratifying and confirming the Corporation’s Stock Option Plan;
5. To consider and if deemed advisable adopt, with or without amendment, a special resolution in the form annexed as Schedule “C” to the Information Circular, approving an amendment to the Articles of the Corporation so as to change its corporate name to “Opus One Gold Corporation / Corporation Aurifère Opus One”, as more particularly described in the Information Circular;
6. To consider and if deemed advisable adopt, with or without amendment, an ordinary resolution in the form annexed as Schedule “D” to the Information Circular, approving an amendment to By-Law No. 1 of the Corporation so as to allow for meetings of the Shareholders to be held entirely by means of telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting; and
7. To transact such other business as may properly come before the Meeting.

Due to the public health impact of the coronavirus disease 2019, also known as COVID-19, and to mitigate risks to the health and safety of our community, Shareholders, employees and other stakeholders, the Corporation is conducting a virtual meeting of the Shareholders of the Corporation. Shareholders will not be able to attend the Meeting in person. Instead, Registered Shareholders (as defined in the accompanying Information Circular under the heading "Appointment of Proxy") and duly appointed proxyholders can virtually attend, participate, vote or submit questions at the virtual Meeting online by registering at the following link: <https://ca1se.voxco.com/SE/?st=imZLd8veiGiv9jtTiCtdXITxBpVdRH6pTJE9wdPg%2Fws%3D>. After registering, you will receive a confirmation email with access instructions.

**To ensure a smooth process, the Corporation is asking registered participants to log in by 12:45 p.m. (Montréal time) on August 27, 2020.**

Just as they would be at an in-person meeting, Registered Shareholders and duly appointed proxyholders will be able to attend the virtual Meeting, participate, submit questions online and vote virtually, all in real time, provided they are connected to the internet and comply with all of the requirements set out in the accompanying Information Circular.

Registered Shareholders who are unable to attend the virtual Meeting are requested to complete, sign and date the accompanying form of proxy or voting instruction form in accordance with the instructions provided therein and in the Information Circular and return it in accordance with the instructions and timelines set forth in the Information Circular. Non-registered (or beneficial) shareholders who have not duly appointed themselves as proxyholder will be able to attend the virtual Meeting as "guests", but will not be able to participate, submit questions or vote at the virtual Meeting.

**Only persons registered as shareholders on the records of the Corporation as of the close of business on July 23, 2020 (the "Record Date") are entitled to receive notice of, and to vote or act, at the Meeting. No person who becomes a shareholder after the Record Date will be entitled to vote or act at the Meeting or any adjournment thereof.**

**If a shareholder receives more than one proxy form because such shareholder owns shares registered in different names or addresses, each proxy form should be completed and returned as indicated in the proxy form.**

Since it is desirable that as many shares as possible be represented and voted at the meeting, a shareholder, who is unable to attend the meeting in person, is urged to complete and return the enclosed form of proxy following the instructions therein.

DATED July 28, 2020.

By order of the Board of Directors

*(s) Louis Morin*  
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**Louis Morin, Chief Executive Officer**