



TROILUS GOLD CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

You are invited to the 2018 annual and special meeting of shareholders (the “**Meeting**”) of Troilus Gold Corp. (the “**Corporation**”).

When: Monday, January 21, 2019 at 11:00 a.m. (Toronto time).

Where: Sheraton Centre Hotel, 123 Queen Street West, Linden Room, Mezzanine Level, Toronto, Ontario.

The purpose of the Meeting is as follows:

1. **Financial Statements.** Receive and consider the audited financial statements as at and for the fiscal year ended July 31, 2018, together with the report of the auditors thereon;
2. **Auditors.** Re-appoint UHY McGovern Hurley LLP as auditor of the Corporation and authorize the directors to fix their remuneration;
3. **Directors.** Elect the directors for the ensuing year;
4. **Stock Option Plan.** Re-approve the Corporation’s rolling 10% stock option plan; and
5. **Other Business.** Consider other business as may properly come before the Meeting or any postponement(s) or adjournment(s) thereof.

This notice is accompanied by a form of proxy or voting instruction form, a management information circular, and the audited consolidated financial statements of the Corporation as at and for the fiscal year ended July 31, 2018 and the related management’s discussion and analysis of the Corporation (collectively, the “**Meeting Materials**”).

The directors of the Corporation have fixed the close of business on December 14, 2018 as the record date, being the date for the determination of the registered shareholders entitled to notice and to vote at the Meeting and any adjournments(s) or postponement(s) thereof.

You may vote your common shares by proxy if you are unable to attend the Meeting. Shareholders that are unable to attend the Meeting are asked to please review the enclosed Meeting Materials and complete, date, sign and return the enclosed form of proxy (non-registered shareholders must deliver their completed proxies or other voting instruction form in accordance with the instructions given by their financial institution or other intermediary that forwarded the form of proxy or voting instruction form) to the Corporation’s transfer agent, TSX Trust Company (the “**Transfer Agent**”), at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, by no later than: (i) 11:00 a.m. (Toronto time) on Thursday, January 17, 2019; or (ii) no later than 48 hours (excluding Saturdays, Sundays and holidays) before any adjourned or postponed Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

The persons named in the enclosed form of proxy are officers and/or directors of the Corporation. You may appoint some other person or entity to represent you at the Meeting by inserting such person's name in the blank space provided in that form of proxy or by completing another proper form of proxy and, in either case, depositing the completed form of proxy at the office of the Transfer Agent indicated above not later than the times set out above. In addition to revocation in any other manner permitted by law, you may revoke a proxy given pursuant to this solicitation by depositing an instrument in writing (including another proxy bearing a later date) executed by you or by an attorney authorized in writing at the office of the Transfer Agent at any time up to and including the last business day preceding the day of the Meeting.

DATED at Toronto, Ontario as of the 14th day of December, 2018

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) Justin Reid

Chief Executive Officer