

QUIMBAYA GOLD INC.

1000 - 250 2nd Street SW
Calgary, Alberta T2P 0C1

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON MARCH 28, 2025**

NOTICE IS HEREBY GIVEN THAT AN ANNUAL GENERAL AND SPECIAL MEETING (the "**Meeting**") of holders of common shares ("**Common Shares**") of Quimbaya Gold Inc. (the "**Company**") will be held at 1000 – 250 2nd Street SW, Calgary, Alberta, T2P 0C1, on March 28, 2025 at 10:00 a.m. (MST). Shareholders wishing to participate at the Meeting virtually by teleconference may dial the following phone number approximately five minutes prior to the commencement of the Meeting: +1 587-774-8973 (Calgary), Phone Conference ID: 830483074#.

The Meeting is to be held for the following purposes:

1. to receive and consider the audited financial statements of the Company for the year ended December 31, 2023;
2. to fix the number of directors of the Company for the ensuing year at five (5);
3. to elect, individually, Alexandre P. Boivin, Juan Fernando Sanchez, Olivier Berthiaume, Pietro Solari and Sebastian Wahl as the directors of the Company to serve until the next annual meeting of the shareholders;
4. to appoint MNP LLP, Chartered Professional Accountants, as auditors of the Company to hold office until the conclusion of the next annual meeting of the shareholders and to authorize the board of directors to fix the auditors' remuneration payable thereto;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the Company's Long-Term Performance Incentive Plan ("**LTIP**"), as set forth in the Management Proxy Circular; and
6. to consider and, if deemed advisable, to pass, with or without variation, a special resolution of the Company, approving the continuance (the "**Continuance**") of the Company out of the federal jurisdiction of Canada under the *Canada Business Corporations Act* into the jurisdiction of British Columbia under the *Business Corporations Act* (British Columbia) and to further authorize the board of directors of the Company to determine when and if to effect any such Continuance, as more particularly described in the management information circular of the Company.

The Company has elected to use the notice-and-access provisions under National Instrument 51-102 and National Instrument 54-101 ("**Notice-and-Access Provisions**") for this Meeting. Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that allow a Company to reduce the volume of materials to be physically mailed to Shareholders by posting the Information Circular and any additional annual meeting materials online. Shareholders will still receive this Notice of Meeting and a form of proxy (or a Voting Instruction Form ("**VIF**")) and may choose to receive a hard copy of the Information Circular.

The matters to be considered at the Meeting are further described in the Company's management information circular ("**Information Circular**"). The Information Circular, the form of Proxy, the audited financial statements of the Company for its fiscal year ended December 31, 2023, the report of the auditor thereon and the corresponding management discussion and analysis (together the "**Proxy Materials**"), are

available on the Company's website at www.quimbayagold.com or under the Company's SEDAR+ profile at www.sedarplus.ca. Any Shareholder who wishes to receive a paper copy of the Information Circular should contact Olympia Trust Company at Suite 4000, 520 - 3rd Ave SW, Calgary, AB T2P 0R3 [Attention: Matthew Kelly], calling toll free at telephone (1-866-668-8379), or by email request to proxy@olympiatrust.com. As required under Notice-and-Access Provisions, Proxy Materials will be available for viewing for up to 1 year from the date of posting and a paper copy of the Information Circular can be requested at any time during this period.

The Company will not rely upon the use of 'stratification'. Stratification occurs when a reporting issuer utilizing Notice-and-Access Provisions provides a paper copy of its information circular with the notice to be provided to Shareholders as described above. In relation to the Meeting, all Shareholders will have received the required documentation under the Notice-and-Access Provisions and all documents required to vote in respect of all matters to be voted on at the Meeting. No Shareholder will receive a paper copy of the Information Circular from the Company or any intermediary unless such Shareholder specifically requests one.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Shareholders are advised to review the Information Circular before voting.

The board of directors of the Company has fixed February 14, 2025 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date, and sign the accompanying form of proxy and deposit it with the Company at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of Alberta) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and receive this Notice and accompany materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Toronto, Ontario on February 14, 2025.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Alexandre P. Boivin

Alexandre P. Boivin

President, Chief Executive Officer and Director

PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED PROXY FORM AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED OR VOTE ONLINE AS PER THE INSTRUCTIONS PROVIDED.