



CANAMEX GOLD CORP.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of holders (“**Shareholders**”) of common shares (the “**Shares**”) of Canamex Gold Corp. (the “**Corporation**”) will be held at 970 – 777 Hornby Street, Vancouver, B.C. V6Z 1S4 on August 25, 2021 at 10:00 a.m. (Pacific time). The Meeting will be held in person, however, because of the cancellation of certain public events in connection with the ongoing COVID-19 pandemic, Shareholders are strongly urged to complete and send their proxies to National Securities Administrators Ltd. and **not** attend the Meeting in-person. Due to health and safety issues, it will be mandatory to limit the number of attendees to 5. Reservations will be required, please call (604) 833-4278 to place your reservation.

- (1) to elect four (4) directors of the Corporation who will serve until the next annual general meeting of shareholders;
- (2) to re-appoint Smythe LLP, as the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration to be paid to the auditor;
- (3) to consider, and if deemed advisable, pass a special resolution, the full text of which is set forth in the accompanying management information circular (the “**Circular**”), authorizing the sale of all of the Corporation’s right, title and interest in the Bruner Gold Property; via the sale of such property by the Corporation’s wholly-owned subsidiary (with the details surrounding this sale to be more particularly described in the Circular), which represents all or substantially all of the assets of the Corporation, pursuant to Section 301(1)(b) of the *Business Corporations Act* (British Columbia) by way of an asset purchase agreement dated, July 14, 2021 (the “**Transaction**”); and
- (4) to transact such other business as may properly come before the Meeting or any adjournment thereof.

Additional information relating to the business to be submitted to the Meeting is contained in the management information circular and forms part of this Notice.

The board of directors of the Corporation (the “**Board**” or “**Board of Directors**”) has fixed the close of business on July 19, 2021 as the record date for the purpose of determining Shareholders entitled to receive notice of, and vote at, the Meeting. Only Shareholders of record at the close of business on July 19, 2021 are entitled to vote at the Meeting. The failure of any Shareholder to receive notice of the Meeting does not deprive such Shareholder of the right to vote at the Meeting.

Registered Shareholders, being those Shareholders, whose names appear on the Corporation’s central securities register as a registered holder of Common Shares, who are unable to attend the Meeting should complete, sign, date and return the enclosed form of proxy to National Securities

Administrators Ltd. in accordance with the instructions set out in the form of proxy accompanying this Circular no later than 10:00 a.m. (Pacific time) on August 23, 2021.

Non-registered Shareholders, being Shareholders who beneficially own and hold Common Shares through a broker or other intermediary and who do not hold Common Shares in their own names, who have received these materials through their broker, or another intermediary should refer to the accompanying Circular for further instructions.

Pursuant to the *Business Corporations Act* (British Columbia) (the “BCBCA”), Registered Shareholders are entitled to exercise rights of dissent in respect of the proposed Transaction and to be paid fair value for their common shares of the Corporation. Registered Shareholders wishing to dissent with respect to the Transaction must send a written objection to the mailing office of the Corporation at 970 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4, Attention: Chief Executive Officer, prior to the time of the Meeting, such that the written objection is received no later than 10:00 a.m. (Pacific time) on August 23, 2021, being the second business day immediately preceding the date of the Meeting.

A Shareholder’s right to dissent is more particularly described in the accompanying Information Circular and the text of sections 237 through 247 of the BCBCA is reproduced in Schedule “D” to the accompanying management information circular. Failure to strictly comply with these requirements may result in the loss of any right of dissent. Persons who are beneficial owners of common shares registered in the name of a broker, custodian, nominee, or other intermediary who wish to dissent should be aware that only the Registered Shareholders of such common shares are entitled to dissent. Accordingly, a beneficial owner of common shares desiring to exercise the right of dissent must make arrangements for the common shares beneficially owned to be registered in their name prior to the time the written objection to the Asset Sale Resolution (as such term is defined in the accompanying Circular) is required to be received by the Corporation or, alternatively, make arrangements for the Registered Shareholder of such common shares to dissent on their behalf.

DATED at Vancouver, British Columbia this 23rd day of July, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) “*David Vincent*”

DAVID VINCENT

President, Chief Executive Officer and Director