

NORSEMONT MINING INC.

Suite 610, 700 West Pender Street
Vancouver, British Columbia, V6C 1G8

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the **Annual General and Special** meeting (the “**Meeting**”) of **NORSEMONT MINING INC.** (formerly “Norsemont Capital Inc.”) (the “**Company**”) will be held at Suite 610 – 700 West Pender Street, Vancouver, British Columbia, on **Wednesday, September 2, 2020**, at **10:00 a.m.** (Pacific Time) for the following purposes:

- to receive the audited financial statements of the Company for the financial year ended December 31, 2019, together with the auditor’s report thereon;
- to fix number of directors of the Company at six (6);
- to elect directors for the ensuing year;
- to appoint Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, as the Company’s auditor for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditor;
- to amend the Company’s Articles to provide that the chairman of the board of directors shall have a second or casting vote in the event of an equality of votes by the directors;
- to approve a new omnibus equity incentive plan for the Company; and
- to transact such other business as may properly come before the Meeting or any adjournments thereof.

The accompanying management information circular (the “**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. Also accompanying this Notice are (i) Form of Proxy or Voting Instruction Form, and (ii) Financial Statement Request Form. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

Only shareholders of record at the close of business on **July 24, 2020**, will be entitled to receive notice of and vote at the Meeting. Shareholders are entitled to vote at the Meeting either in person or by proxy. Each common share (the “**Common Shares**”) is entitled to one vote.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.

DATED at Vancouver, British Columbia, this 24th day of **July, 2020**.

BY ORDER OF THE BOARD OF DIRECTORS:

Signed: “*Allan Larmour*”

ALLAN LARMOUR

Interim Chief Executive Officer and Director