

## MEADOW BAY GOLD CORPORATION

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

**NOTICE IS HEREBY GIVEN** that the annual and special meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares (the “**Meadow Bay Common Shares**”) of Meadow Bay Gold Corporation (“**Meadow Bay**” or the “**Company**”) will be held at #210-905 West Pender Street, Vancouver, British Columbia on October 17, 2019 at 10:00 a.m. (Pacific time) for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended March 31, 2019 and the reports of the auditors thereon;
2. to determine the number of directors and elect directors for the ensuing year;
3. to appoint MNP LLP as the auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration;
4. to consider and if thought advisable, to pass, with or without variation, an ordinary resolution (the “**Acquisition Resolution**”), the full text of which is set forth in Appendix B to the accompanying Management Information Circular (“**Circular**”), approving the acquisition of Mountain Valley MD Inc. (“**MVMD**”) by way of its amalgamation with the Company’s wholly-owned subsidiary, 2700915 Ontario Inc. (“**2700915**”), and the transactions contemplated in the Amalgamation Agreement dated June 27, 2019, among the Company, MVMD and 2700915;
5. to consider and if thought advisable, to pass, with or without variation, a special resolution (the “**Desert Hawk Resolution**”), the full text of which is set forth in the accompanying Circular, approving the agreement dated September 13, 2019, among the Company, 2656065 Ontario Limited (“**2656065**”) and Casino Gold Corp. for the sale by the Company to 2656065 of all of its interest in Desert Hawk Resources Inc. (the “**Desert Hawk Sale**”), which Desert Hawk Sale will constitute a sale of all or substantially all of the Company’s undertaking; and
6. to transact such other business, including amendments to the foregoing, as may properly come before the Meeting or any adjournment or adjournments thereof.

This Notice of Meeting is accompanied by the Circular and either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders (collectively, the “**Meeting Materials**”). The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Circular. The Circular is deemed to form part of this Notice of Meeting. Please read the Circular carefully before you vote on the matters to be presented at the Meeting.

The Directors of the Company have fixed the close of business on August 30, 2019 as the record date for determining Shareholders entitled to receive notice of and to vote at the Meeting. Only Shareholders whose names have been entered into the register of the holders of Meadow Bay Common Shares as at August 30, 2019, will be entitled to receive notice of and to vote at the Meeting in respect of such Meadow Bay Common Shares.

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered shareholders electing to submit a proxy may do so by using one of the following methods:

- (a) by completing, dating and signing the enclosed form of proxy and returning it to the Company’s transfer agent, Computershare Investor Services Inc. (“**Computershare**”), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524,

by mail to the 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1, or by hand delivery to the 3<sup>rd</sup> Floor, 510 Burrard Street, Vancouver, British Columbia, Canada, V6C 3B9; or

- (b) by using the internet through the website of the Company's transfer agent at [www.investorvote.com](http://www.investorvote.com). Registered shareholders must follow the instructions that are given by the website and refer to the enclosed proxy form for the holder's account number and the proxy access number;

and in all cases ensuring that the proxy is received before 10:00 a.m. (Pacific time) on October 15, 2019 or no less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof.

All non-registered Shareholders who receive these materials through a broker or other intermediary should complete and return the materials in accordance with the instructions provided to them by such broker or intermediary.

DATED at Vancouver, British Columbia, as of this 29th day of August, 2019.

By order of the Board of Directors

*"Robert Dinning"*

Robert Dinning  
Chairman and Chief Executive Officer