



# Hemlo Explorers

301 – 141 Adelaide Street West  
Toronto, Ontario M5H 3L5

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual general and special meeting of the shareholders (the “**Meeting**”) of Hemlo Explorers Inc. (the “**Corporation**”) will be held at 141 Adelaide Street West, Suite 301, Toronto, Ontario on the 27<sup>th</sup> day of July, 2022, at 11:00 a.m. (Toronto time). The following is a list of business to be conducted at the Meeting:

1. to receive the audited financial statements of the Corporation for the fiscal year ended January 31, 2022, together with the report of the auditors thereon;
2. to elect directors;
3. to reappoint the auditors and to authorize the directors to fix the auditors’ remuneration;
4. to consider and, if thought appropriate, to pass an ordinary resolution, with or without variation, approving the Corporation’s amended “rolling” stock option plan, as more particularly described in the management information circular (the “**Circular**”) dated June 27, 2022 which accompanies this notice (the “**Stock Option Plan Resolution**”);
5. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

**To deal with the public health impact of COVID-19, shareholders and proxyholders are strongly encouraged not to attend the Meeting in person. We want to ensure that no one is unnecessarily exposed to any risks.**

**The Corporation urges all shareholders to vote by proxy in advance of the Meeting in accordance with the instructions set out below and to listen to the Meeting through the live conference call details provided below:**

|                 |  |
|-----------------|--|
| Date and Time   | Wednesday, July 27, 2022, at 11:00 a.m. (Toronto time)                       |
| Dial-in Numbers | +1 (647) 723-3984 (Toronto)<br>+1 (866) 365-4406 (North America – Toll Free) |
| Access Code     | 8487744#   |

**The COVID-19 situation is dynamic and continues to evolve daily. If events arise that require us to make changes to the date, time and/or location of the Meeting we will promptly notify shareholders and communicate any changes through a press release. The Corporation intends to resume holding unrestricted in-person shareholder's meetings in future years.**

The nature of the business to be transacted at the Meeting, including the text of the Stock Option Plan Resolution, is described in further detail in the Circular.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting (the "**Record Date**") is June 27, 2022. Shareholders whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting, or any adjournment thereof, in person are requested to date, sign and return the accompanying form of proxy (the "**Proxy Form**") for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be deposited at the office of TSX Trust Company, by mail to Suite 301, 100 Adelaide Street West, Toronto, Ontario, M5H 4H1 or by fax to (416) 361-0470, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the time set for the Meeting or any adjournment thereof.

The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or the shareholder's attorney authorized in writing or, if the shareholder is a company, under its corporate seal by an officer or attorney thereof duly authorized.

**The persons named in the enclosed form of proxy are directors and/or officers of the Corporation. Each shareholder of the Corporation has the right to appoint a proxyholder other than such persons, who need not be a shareholder, to attend and to act for such shareholder and on such shareholder's behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder's appointee should be legibly printed in the blank space provided on the Proxy Form.**

In the event of a strike, lockout or other work stoppage involving postal employees, all documents required to be delivered by a shareholder should be delivered by fax to TSX Trust Company at (416) 361-0470.

DATED at Toronto, Ontario as of the 27<sup>th</sup> day of June, 2022.

BY ORDER OF THE BOARD OF  
DIRECTORS

*(signed) "Brian Howlett"*

**Brian Howlett**  
**President & Chief Executive Officer**