

LE MARE GOLD CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

Notice is hereby given that the Annual General and Special Meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of **Le Mare Gold Corp.** (the “**Company**”) will be held on Friday, March 27, 2020 at Suite 310-221 West Esplanade, North Vancouver, BC, Canada, at the hour of 10:00 a.m. (Pacific Standard Time) for the following purposes:

1. To receive the audited annual financial statements of the Company for the fiscal year ended December 31, 2018;
2. To set the number of directors of the Company at three (3);
3. To elect the directors of the Company for the ensuing year;
4. To appoint the Company’s auditor for the ensuing year;
5. To consider, and if thought fit, to pass an ordinary resolution of disinterested Shareholders to ratify and approve adoption of the Company’s Restricted Share Unit Plan, as more particularly described in the accompanying Information Circular;
6. To consider, and if thought fit, to pass an ordinary resolution to ratify and approve the Company's 2020 Stock Option Plan, as described in the accompanying Information Circular;
7. To consider, and if thought fit, to pass a special resolution to ratify and approve the Company’s Advance Notice Policy relating to the nominations of directors for election at the Company’s shareholder meetings, as described in the accompanying Information Circular;
8. To consider and if thought fit, pass an ordinary resolution of minority Shareholders authorizing and assigning discretion to the directors of the Company to delist the Company’s listed securities from the TSX Venture Exchange and to list the Company’s listed securities on the Canadian Securities Exchange, as more fully set forth in the accompanying Information Circular; and
9. To transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

No other matters are contemplated for consideration at the Meeting, however any permitted amendment to or variation of any matter identified in this Notice of Meeting may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Registered Shareholders will receive an Information Circular and an Instrument of Proxy (the “**Proxy**”) with this Notice of Meeting. Non-registered (beneficial) Shareholders will receive a Voting Instruction Form (“**VIF**”) instead of a Proxy. The Information Circular provides additional information relating to the matters to be dealt with at the Meeting. A Shareholder who is unable to attend the Meeting in person is entitled to appoint a proxyholder to attend and vote in his stead. The enclosed Proxy is solicited by management but you may amend it, if you so desire, by striking out the names of the management proxyholders shown and inserting in the space provided the name of the person you wish to represent you at the Meeting. If you cannot be personally present, please complete and sign the Proxy and then deposit the Proxy with TSX Trust Company as set out below.

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 asked to complete, date and sign the enclosed Proxy or complete another suitable form of proxy and deliver it to TSX Trust Company at their offices located at 301-100 Adelaide Street West, Toronto, ON, M5H 4H1, by mail or fax (416-595-9593), in accordance with the instructions set out in the Proxy and in the Information Circular, at least 48 hours before the time of the Meeting (excluding Saturdays, Sundays and holidays), or any adjournment thereof.

A Non-registered (beneficial) Shareholder who plans to attend the Meeting must follow the instructions set out in the Information Circular to ensure that their Shares are voted at the Meeting. If you hold your Shares in a brokerage account you are a Non-registered (beneficial) Shareholder.

DATED at Vancouver, British Columbia, this 5th day of March, 2020.

BY ORDER OF THE BOARD

“Bryson Goodwin”

President & CEO