

CANADIAN GOLDCAMPS CORP.
Suite 810 – 789 West Pender Street
Vancouver, BC V6C 1H2

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the "**Meeting**") of the registered holders (the "**Shareholders**") of common shares ("**Common Shares**") of Canadian GoldCamps Corp. (the "**Company**") will be held at Suite 810 - 789 West Pender Street, Vancouver, BC V6C 1H2, on January 29, 2021, at 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended December 31, 2019, together with the auditor's report thereon;
2. to fix the number of directors to be elected at the Meeting at five (5) and to elect directors to hold office until the next annual general meeting, as more particularly described in the accompanying management information circular (the "**Circular**");
3. to appoint Stern & Lovrics 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;
4. to consider and, if deemed advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in Schedule "A" of the Circular authorizing and approving the sale of all of the undertaking of the Company (the "**Assets**") to MegumaGold Corp. ("**Meguma**") pursuant to the asset purchase agreement dated as of January 4, 2021 between the Company and Meguma (the "**Asset Sale Resolution**");
5. to consider and, if thought advisable, to pass, with or without variation, a special resolution approving the distribution to the Shareholders and holders of share purchase warrants of the Company, to be received from the sale of the Assets to Meguma, by way of a reduction of the capital of the Company in respect of the Common Shares by an amount equal to not less than the value of the common shares of Meguma, only if the Asset Sale Resolution is approved by the Shareholders at the Meeting, the full text of which is set forth in Schedule "B" to the accompanying Circular;
6. to consider, and if thought advisable, to pass, with or without variation, an ordinary resolution, approving the delisting of the Common Shares from the Canadian Securities Exchange, only if the Asset Sale Resolution is approved by the Shareholders at the Meeting, the full text of which is set forth in Schedule "C" to the accompanying Circular;
7. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The Circular accompanies this Notice. The Circular contains details of matters to be considered at the Meeting. The board of directors of the Company (the "**Board of Directors**") has fixed November 16, 2020 as the record date for determining the shareholders who are entitled to vote at the Meeting. Only holders of Common Shares at the close of business on November 16, 2020 will be entitled to receive notice of and to vote at the Meeting.

Registered Shareholders are requested to date, sign and return the accompanying form of Proxy for use at the Meeting if they are not able to attend the Meeting personally. To be effective, forms of proxy must be received by the Company's registrar and transfer agent, National Securities Administrators Ltd., no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting (namely, by 10:00 a.m. (PST), on January 27, 2021) or any adjournment thereof at which the proxy is to be used. Proxies delivered by regular mail should be addressed to National Securities Administrators Ltd., Suite 760 – 777 Hornby Street, Vancouver, British Columbia V6Z 1S4. Proxies delivered by facsimile or email must be sent to 604-559-8908 or proxy@transferagent.ca. To vote by Internet, follow the online voting

instructions given to you and refer to your 12-digit control number provided on the form of Proxy that was delivered to you.

Non-registered Shareholders who are non-objecting beneficial owners and have received a voting instruction form from National Securities Administrators Ltd., please complete and return the form in accordance with the instructions provided in the Circular and on the voting instruction form.

Non-registered Shareholders who have received this Notice and the accompanying Circular through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your Common Shares on your behalf (the "Intermediary"), please complete and return the materials in accordance with the instructions provided to you by the Intermediary.

Registered Shareholders of the Company have the right to dissent with respect to the Asset Sale Resolution (the "**Dissent Rights**"). Those registered Shareholders who validly exercise their Dissent Rights will be entitled to be paid the fair value of their Common Shares. In order to validly exercise the Dissent Rights, registered Shareholders must strictly comply with the dissent procedures as set out in Sections 237 to 247 of the BCBCA, a copy of which is attached to this Circular as Schedule "E" and as more particularly described in the accompanying Circular.

Additional information about the Company and its financial statements are also available on the Company's profile at www.sedar.com.

In view of the current and rapidly evolving COVID-19 outbreak, the Company asks that, in considering whether to attend the Meeting in person, shareholders follow the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/2019-novel-coronavirus-infection.html>). The Company encourages Shareholders not to attend the Meeting in person if experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. The Company may take additional precautionary measures in relation to the Meeting in response to further developments in the COVID-19 outbreak. As always, the Company encourages Shareholders to vote prior to the Meeting. Shareholders are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting by teleconference. To access the Meeting by teleconference, dial toll free at **1-800-319-7310**, Participation Code: **86500**, followed by the # sign.

DATED this 5th day of January, 2021.

**BY THE ORDER OF THE BOARD OF
DIRECTORS OF THE COMPANY**

"Brendan Purdy"

Interim CEO, Corporate Secretary & Director