

ZANZIBAR GOLD INC.

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING

NOTICE is hereby given that the Annual and Special General Meeting (the “Meeting”) of ZANZIBAR GOLD INC. (the “Company”) will be held on **Wednesday, February 12, 2020 at Suite 1400, 1125 Howe Street, Vancouver, B.C. at the hour of 10:00 a.m. (Vancouver time)** for the following purposes:

1. To receive and consider the Report of the Directors.
2. To receive and consider the audited financial statements of the Company for the fiscal years ended August 31, 2019 and August 31, 2018, together with the auditor's report thereon.
3. To appoint auditors for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the auditors.
4. To fix the number of directors at four (4) and to elect directors to hold office until the next Annual General Meeting.
5. To approve the proposed Stock Option Plan (the “Plan”) of the Company more particularly described in the Information Circular and to authorize the Directors to make modifications thereto in accordance with the Plan and the policies of the Canadian Securities Exchange.
6. To transact such other business as may properly come before the meeting.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. The report of the auditor and the audited financial statements of the Company for the years ended August 31, 2019 and August 31, 2018 with related management discussion and analysis can be found on www.sedar.com.

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 by fax, by hand or by mail in accordance with the instructions set out in the form of proxy and in the Information Circular. Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy and in the Information Circular to ensure that their shares will be voted at the Meeting.

DATED at Vancouver, British Columbia, January 3, 2020

BY ORDER OF THE BOARD OF DIRECTORS OF ZANZIBAR GOLD INC.

Per: “Souhail Abi-Farrage”
Souhail Abi-Farrage,
President, CEO and Director