

**QUIMBAYA GOLD INC.**

1000-250 2nd Street SW  
Calgary, Alberta T2P 0C1

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON DECEMBER 29, 2023**

**NOTICE IS HEREBY GIVEN THAT AN ANNUAL GENERAL MEETING** (the "**Meeting**") of holders of common shares ("**Common Shares**") of Quimbaya Gold Inc. (the "**Company**") will be held at 250 2nd Street SW, Calgary, on Friday, December 29, 2023 at 10:00 a.m. (MST). Shareholders wishing to participate at the Meeting virtually by teleconference may dial the following phone number approximately five minutes prior to the commencement of the Meeting: +1 587-774-8973 (Calgary), Phone Conference ID: 536 555 123#.

The Meeting is to be held for the following purposes:

1. to receive and consider the audited financial statements of the Company for the year ended December 31, 2022;
2. to fix the number of directors of the Company for the ensuing year at five (5);
3. to elect, individually, Alexandre P. Boivin, Alexandre Lambert De Beaulieu, William de Jong, Jean-Luc Peyrot, and Juan Fernando Sanchez as the directors of the Company to serve until the next annual meeting of the shareholders;
4. to appoint MNP LLP, Chartered Professional Accountants, as auditors of the Company to hold office until the conclusion of the next annual meeting of the shareholders and to authorize the board of directors to fix the auditors' remuneration payable thereto; and
5. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The Company has elected not to use the notice-and-access provisions under National Instrument 51-102 and National Instrument 54-101 ("**Notice-and-Access Provisions**") for this Meeting.

The matters to be considered at the Meeting are further described in the Company's management information circular ("**Information Circular**"). The Information Circular, the form of proxy, the audited financial statements of the Company for its fiscal year ended December 31, 2022, the report of the auditor thereon, and the corresponding management discussion and analysis (together, the "**Proxy Materials**") are available on the Company's website at [www.quimbayagold.com](http://www.quimbayagold.com) or under the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

The Company will not be relying upon the use of "stratification", as the Company will not be using the Notice-and-Access Provisions. Stratification occurs when a reporting issuer utilizing notice-and-access Provisions provides a paper copy of its information circular with the Notice to be provided to shareholders as described above.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Shareholders are advised to review the Information Circular before voting.

The board of directors of the Company has fixed November 24, 2023 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date, and sign the accompanying form of proxy and deposit it with the Company at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the province of Alberta) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and receive this Notice and accompany materials 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 security on your behalf (the "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Calgary, Alberta December 1, 2023

**BY ORDER OF THE BOARD OF DIRECTORS**

*signed "Alexandre P. Boivin"*

---

Alexandre P. Boivin

President, Chief Executive Officer and Director

**PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED PROXY FORM AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED OR VOTE ONLINE AS PER THE INSTRUCTIONS PROVIDED.**