

**LABRADOR GOLD CORP.  
82 RICHMOND STREET EAST  
TORONTO, ONTARIO  
M5C 1P1**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting of Shareholders (the “**Meeting**”) of Labrador Gold Corp. (“**Labrador Gold**” or the “**Corporation**”) will be held at the offices of the Corporation, **Ring of Fire Boardroom, The Canadian Venture Building, 82 Richmond Street East, Toronto, Ontario M5C 1P1 at the hour of 2:00 o'clock in the afternoon (Toronto time), on Friday, the 23rd day of April 2021** for the following purposes:

- (1) to set the number of Directors at five (5);
- (2) to elect the Directors as nominated by Management;
- (3) to appoint DeVisser Gray LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
- (4) to ratify the Corporation’s 2006 Stock Option Plan;
- (5) to consider and, if deemed advisable, to approve a special resolution (the “**Continuance Resolution**”), the text of which is set out in the accompanying Circular, to authorize and approve the continuance of the Corporation from the *Business Corporations Act* (British Columbia) to the *Business Corporations Act* (Ontario) (the “**Continuance**”), all as more particularly described in the Circular;
- (6) to approve the Articles of Continuance and authorizing the Directors to determine the number of directors;
- (7) to approve the adoption of a new general By-Law Number 1;
- (8) to approve the adoption of the Corporation’s 2021 Stock Option Plan; and
- (9) to transact such further and other business as may properly come before the said Meeting or any adjournment of adjournments thereof.

A copy of the Management Information Circular (the “**Circular**”), the audited financial statements of the Corporation for the fiscal years ended September 30, 2020 and 2019 and September 30, 2019 and 2018 (the “**Annual Financial Statements**”) and the Corporation’s management’s discussion and analysis for the fiscal years ended September 30, 2020 and September 30, 2019 (the “**Annual MD&A**”) accompany this Notice of Meeting.

**Shareholders entitled to vote who do not expect to be present at the Meeting are urged to date, sign and return the form of Proxy or voting instruction form delivered to them with the Notice-and-Access Notification (defined below).**

**COVID-19 SAFETY PROTOCOLS**

The Corporation will be following stringent safety protocols for the Meeting as a result of the coronavirus pandemic (“**COVID-19**”). Registered shareholders and properly appointed proxy holders who wish to attend the Meeting in person will be required to present their identification and a copy of their completed

proxy or other proof of their status as a shareholder or valid proxy holder, complete the Corporation's sign-in and COVID screening form, not enter with any food or drink, wear masks and maintain appropriate social distancing at all times. The capacity of the Corporation's offices is limited to four (4) people and those choosing to attend in person will be accommodated on a "first-come first-served" basis. No one other than registered shareholders and properly appointed proxy holders will be allowed to attend the Meeting in person to ensure adequate space is available for those registered shareholders and properly appointed proxy holders who wish to attend the Meeting. **All shareholders are strongly urged to send in their proxies in advance of the Meeting as set out in the Circular below and as set out in the proxy or voting instruction form mailed to registered shareholders and Non-Objecting Beneficial Owners ("NOBO") to ensure that their votes are counted at the Meeting.** The lockdown resulting from the outbreak of COVID-19 has created unprecedented disruptions in the global economy and required the Corporation to take all necessary precautions to ensure the health and safety of its officers, directors, employees and shareholders. Given the fact that the spread of COVID-19 in certain areas of the country and in particular in certain states in the United States has increased recently, the Corporation needs to continue to take appropriate precautions while proceeding with the Meeting. In order to provide some accommodation to those shareholders unable or unwilling to attend in person, the Corporation has set up a conference call number for shareholders and guests to phone in and listen to the Meeting (the "**Conference Call**"), the particulars of which are set out below. The Scrutineer representing the Corporation's transfer agent, Computershare Investor Services Inc., will be scrutineering the Meeting remotely and will be attending the Meeting via the Conference Call. Following the completion of the formal part of the Meeting, the President and CEO of the Corporation, Roger Moss, will make a presentation to the Meeting. Those shareholders and guests participating in the Conference Call will be able to ask questions of Roger Moss. **Participation in the Conference Call will not constitute attendance at the Meeting and voting will not be permitted by telephone.** The Meeting has not been set up as a "virtual meeting". The Corporation is providing the Conference Call as a means for those participating in the Conference Call to ask questions of and receive responses from Roger Moss relating to the business of the Corporation.

Shareholders and guests may participate in the Conference Call by joining the Meeting from a PC, Mac, iPad, iPhone or Android device by clicking or entering the following URL into your web browser:

Please click the link below to join the webinar:

<https://zoom.us/j/92200248557?pwd=M1BqTXduWUNNMkpZNmFDeDBFelVndz09>

Passcode: 977675

Or iPhone one-tap :

Canada: +14388097799,,92200248557#,,, \*977675# or +15873281099,,92200248557#,,, \*977675#

Or Telephone:

Dial(for higher quality, dial a number based on your current location):

Canada: +1 438 809 7799 or +1 587 328 1099 or +1 647 374 4685 or +1 647 558 0588 or +1 778 907 2071 or +1 204 272 7920

US: +1 301 715 8592 or +1 312 626 6799 or +1 346 248 7799 or +1 646 558 8656 or +1 669 900 9128 or +1 253 215 8782

Webinar ID: 922 0024 8557

Passcode: 977675

International numbers available: <https://zoom.us/u/aeFswEGhhq>

## NOTICE-AND-ACCESS

Notice is also hereby given that Labrador Gold Corp. has decided to use the notice-and-access method of delivery of meeting materials for the 2021 Annual General and Special Meeting of Shareholders. The notice-and-access method of delivery of meeting materials allows the Corporation to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under the notice-and-access system, shareholders still receive a proxy or voting instruction form (as applicable) enabling them to vote at the Meeting. However, instead of a paper copy of the Circular, the Annual Financial Statements and Annual MD&A and other meeting materials (collectively the “**Meeting Materials**”), shareholders receive a notification (the “**Notice-and-Access Notification**”) with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing materials to shareholders. **Shareholders are reminded to view the Meeting Materials prior to voting.**

### **Websites Where Meeting Materials Are Posted:**

Meeting Materials can be viewed online under the Corporation’s profile at [www.sedar.com](http://www.sedar.com) or on the Corporation’s website at [www.labradorgold.com](http://www.labradorgold.com).

### **How to Obtain Paper Copies of the Meeting Materials**

Registered holders or non-registered holders may request that paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the Corporation’s website.

In order to receive a paper copy of the Meeting Materials, registered holders can call Computershare Investor Services Inc. toll free at 1-866-962-0498 in North America or 514-982-8716 outside of North America on or before the day of the Meeting, or any adjournment thereof, or thereafter contact the Corporation at 416-704-8291 or by email at [info@labradorgold.com](mailto:info@labradorgold.com). Non-registered holders can call Broadridge Investor Communications Solutions, Canada toll free at 1-877-907-7643 on or before the day of the Meeting, or any adjournment thereof, or thereafter contact the Corporation at 416-704-8291 or by email at [info@labradorgold.com](mailto:info@labradorgold.com).

**Requests should be received by 2:00 p.m. (Toronto time) on Tuesday, April 13, 2021 in order to receive the Meeting Materials in advance of the Meeting.** If you have questions concerning Notice-and-Access, please call Computershare Investor Services Inc. toll free at 1-866-964-0492.

## **RECORD DATE AND PROXY DELIVERY DATE**

The Board of Directors of the Corporation has, by resolution, fixed the close of business on March 11, 2021 as the Record Date, being the date for determination of the registered holders of Common Shares entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof.

The Board of Directors of the Corporation has, by resolution, fixed the hour of 2:00 p.m. in the afternoon (Toronto time) on Wednesday, April 21, 2021, being not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the day of the Meeting, or any adjournment thereof, as the time before which the instrument of proxy to be used at the Meeting must be deposited with the Transfer Agent of the Corporation, Computershare Investor Services Inc., 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, provided that a proxy may be delivered to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time for voting to revoke a proxy previously delivered in accordance with the foregoing.

Shareholders entitled to vote who do not expect to be present at the Meeting are urged to date, sign and return the form of proxy or voting instruction form delivered to them with the Notice-and-Access Notification.

**TAKE NOTICE THAT** pursuant to Section 309 of the BCBCA, registered Shareholders of the Corporation are entitled to exercise rights of dissent in respect of the Continuance and, if the Continuance becomes effective, to be paid the fair value for such holders' Common Share. Shareholders of the Corporation wishing to dissent with respect to the Continuance must send a written objection to the Corporation, addressed to the Chief Executive Officer of the Corporation c/o Gowling WLG (Canada) LLP, 550 Burrard Street, Bentall 5, Suite 2300, Vancouver, British Columbia V6C 2B5, at or prior to the time of the Meeting in order to be effective. Persons who are beneficial owners of shares of the Corporation registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only registered Shareholders are entitled to dissent. Accordingly, a beneficial owner of shares of the Corporation desiring to exercise this right must make arrangements with the registered holder of his, her or its shares to dissent on his, her or its behalf. Failure to strictly comply with the dissent procedures set forth in Sections 237 to 247 of the BCBCA will result in the loss of any dissent right. See "Particulars of Matters to be Acted Upon – Continuance into Ontario – Dissent Right to Continuance" in the Circular and Schedule "C" of the Circular for a description of a Shareholder's right to dissent to the Continuance. A vote against the Continuance Resolution or the exercise of a proxy does not constitute notice of dissent.

DATED the 11<sup>th</sup> day of March 2021.

**BY ORDER OF THE  
BOARD OF DIRECTORS**

*"Roger Moss"*

**ROGER MOSS**  
President and CEO