



## TROILUS GOLD CORP.

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

You are invited to the 2020 annual and special meeting of shareholders (the “**Meeting**”) of Troilus Gold Corp. (the “**Corporation**”).

**When:** Wednesday, December 16, 2020 at 11:00 a.m. (Toronto time).

**Where:** 36 Lombard Street, Suite 400, Toronto ON, M5C 2X3

The purpose of the Meeting is as follows:

1. **Financial Statements.** Receive and consider the audited financial statements as at and for the fiscal year ended July 31, 2020, together with the report of the auditors thereon;
2. **Auditor Appointment.** Re-appoint UHY McGovern Hurley LLP as auditor of the Corporation and authorize the directors to fix their remuneration;
3. **Elect Directors.** Elect the directors for the ensuing year;
4. **Incentive Share Unit Plan.** Approve the Incentive Share Unit Plan that provides for issuance of RSU’s and DSU’s; and
5. **Other Business.** Consider other business as may properly come before the Meeting or any postponement(s) or adjournment(s) thereof.

**AS A RESULT OF THE GOVERNMENTAL PROHIBITION AGAINST GROUP GATHERINGS AND TO HELP REDUCE THE SPREAD OF COVID-19, ONLY REGISTERED SHAREHOLDERS AND/OR DULY APPOINTED PROXY HOLDERS MAY ATTEND THE MEETING IN PERSON, WHERE MANDATORY MASK WEARING AND SOCIAL DISTANCING WILL BE ENFORCED. IN ADDITION, WE STRONGLY ENCOURAGE ALL SHAREHOLDERS TO NOT ATTEND THE MEETING IN PERSON AND TO VOTE THEIR SHARES BY COMPLETING AND RETURNING THE ENCLOSED FORM OF PROXY/VOTING INSTRUCTIONS, AS DESCRIBED BELOW.**

Shareholders and/or their appointees may listen to the Meeting by way of conference call however **votes cannot be cast on the conference call.** Conference Call details as follows:

TOLL FREE: (U.S. and Canada): 1-866-261-6767

International: +1 (416) 850-2050

Participant Code: 8442490

This notice is accompanied by a form of proxy or voting instruction form, a management information circular, and the audited consolidated financial statements of the Corporation as at and for the fiscal year ended

July 31, 2020 and the related management's discussion and analysis of the Corporation (collectively, the "**Meeting Materials**").

The directors of the Corporation have fixed the close of business on November 9, 2020 as the record date, being the date for the determination of the registered shareholders entitled to notice and to vote at the Meeting and any adjournments(s) or postponement(s) thereof.

You may vote your common shares by proxy instead of attending the Meeting. Shareholders that vote by proxy are asked to please review the enclosed Meeting Materials and complete, date, sign and return the enclosed form of proxy (non-registered shareholders must deliver their completed proxies or other voting instruction form in accordance with the instructions given by their financial institution or other intermediary that forwarded the form of proxy or voting instruction form) to the Corporation's transfer agent, TSX Trust Company (the "**Transfer Agent**"), at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, by no later than: (i) 11:00 a.m. (Toronto time) on Monday, December 14, 2020; or (ii) no later than 48 hours (excluding Saturdays, Sundays and holidays) before any adjourned or postponed Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

The persons named in the enclosed form of proxy are officers and/or directors of the Corporation. You may appoint some other person or entity to represent you at the Meeting by inserting such person's or entity's name in the blank space provided in that form of proxy or by completing another proper form of proxy and, in either case, depositing the completed form of proxy at the office of the Transfer Agent indicated above not later than the times set out above. In addition to revocation in any other manner permitted by law, you may revoke a proxy given pursuant to this solicitation by depositing an instrument in writing (including another proxy bearing a later date) executed by you or by an attorney authorized in writing at the office of the Transfer Agent indicated above at any time up to and including the last business day preceding the day of the Meeting.

**DATED** at Toronto, Ontario as of the 9<sup>th</sup> day of November, 2020

BY ORDER OF THE BOARD OF DIRECTORS

*(Signed) Diane Lai*

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Chair of the Board