



## MacDonald Mines Exploration Ltd.

### Notice of Annual and Special Meeting of Shareholders

Notice is hereby given that the **Annual and Special Meeting of Shareholders** (the “**Meeting**”) of MacDonald Mines Exploration Ltd. (the “**Corporation**”) will be held online due to the ongoing COVID-19 pandemic at <https://global.gotomeeting.com/join/968420405> on Tuesday, June 15, 2021 at 10:00 a.m. (Toronto time) for the following purposes:

1. **TO RECEIVE** the financial statements of the Corporation for the fiscal year ended December 31, 2020 and the auditors’ report thereon
2. **TO APPOINT** the auditors of the Corporation, and to authorize the board of directors to fix their remuneration;
3. **TO ELECT** the directors of the Corporation;
4. **TO CONSIDER** and, if deemed advisable, approve a special resolution, substantially in the form included in the accompanying management information circular, authorizing an amendment to the articles of the Corporation to change the name of the Corporation;
5. **TO CONSIDER** and if deemed advisable, pass an ordinary resolution, substantially in the form set out in the accompanying management information circular, re-approving the continued use of the Corporation’s 10% rolling stock option plan; and
6. **TO TRANSACT** such other business as may properly come before the Meeting.

Details of the foregoing matters are contained in the accompanying management information circular dated April 30, 2021 (the “**Circular**”) of the Corporation.

**The Corporation is committed to safeguarding the health and well-being of our employees, service providers, shareholders and the community. In light of the novel coronavirus outbreak (COVID-19) and consistent with the latest guidance from public health and government authorities, this year’s Meeting will be held in a virtual format, by way of a live webcast. All shareholders, regardless of their geographic location and equity ownership, will have an equal opportunity to participate in the Meeting and engage with directors and management of the Corporation as well as with other shareholders. The Corporation strongly encourages all shareholders to vote their shares in advance of the Meeting and to attend the Meeting via videoconference at <https://global.gotomeeting.com/join/968420405> or call (647) 497-9391 and use access code 968-420-405. The Board and management will address the Meeting and Shareholders will be able to listen and ask questions at the Meeting in real time via the Internet. Voting in advance of the Meeting in accordance with the instructions set out on your form of proxy or voting instruction form will ensure your votes are counted at the Meeting, and participating via videoconference or telephone will help safeguard your health and the health of the Corporation’s personnel and the community generally.**

**We encourage you to make sure that your votes are represented at the Meeting. Additional information on how to attend the virtual Meeting and to vote your shares in advance of the Meeting is enclosed. Please take the time to vote using the proxy form or voting instruction form sent to you in accordance with the instructions thereon so that your shares are voted according to your instructions and represented at the Meeting.**

The Corporation has determined to deliver this notice of Meeting and the Circular and form of proxy (collectively, the “**Meeting Materials**”) to shareholders by posting the Meeting Materials online at <https://docs.tsxtrust.com/2052> in accordance with the notice and access notification mailed to shareholders of the Corporation. The use of the notice and access procedures under applicable securities laws will significantly reduce the Corporation’s printing and mailing costs.

The Meeting Materials will be available online <https://docs.tsxtrust.com/2052> and will remain on the website for one full year. The Meeting Materials will also be available under the Corporation’s SEDAR profile at [www.sedar.com](http://www.sedar.com). All shareholders of the Corporation will receive a notice and access notification containing information on how to

obtain electronic and paper copies of the Meeting Materials in advance of the Meeting. Shareholders wishing to receive paper copies of the Meeting Materials can request them from the Corporation by calling toll-free at 1-866-600-5869. The Corporation will mail paper copies of the Meeting Materials to requesting shareholders at no cost to them within three business days of their request, if such requests are made before the Meeting.

The board of directors has fixed May 4, 2021 as the record date for determining the shareholders who are entitled to receive notice and to vote at the Meeting. Shareholders are encouraged to attend the live webcast of the Meeting and are requested to read the Circular and complete the proxy or voting instruction form in accordance with the instructions included thereon no later than by 10 a.m. (Toronto time) on Friday, June 11, 2021. Shareholders should notify TSX Trust Company Inc., Suite 301, 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, of any change to their mailing address. As an alternative to completing and submitting an instrument of proxy, registered shareholders may vote electronically via the Internet at [www.voteproxyonline.com](http://www.voteproxyonline.com) or by telephone by contacting TSX Trust Company at 1-866-600-5869. Please note that beneficial shareholders may also vote electronically via the Internet by following the instructions on the voting instruction form sent to them by their Intermediary. Please review the Circular for additional information.

DATED this 30<sup>th</sup> day of April, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed) "Mia Boiridy"*

Mia Boiridy, Chief Executive Officer