

COMPASS GOLD CORPORATION
330 Bay Street, Suite 1400, Toronto, Ontario M5H 2S8

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting of the shareholders (the “**Meeting**”) of Compass Gold Corporation (the “**Corporation**”) will be held at the offices of Wildeboer Dellelce LLP, Suite 800, Wildeboer Dellelce Place, 365 Bay Street, Toronto, Ontario on June 25, 2019, at 4:00 p.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended December 31, 2018, together with the report of the auditors thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting at five members;
3. to elect the directors of the Corporation for the ensuing year;
4. to appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as auditors of the Corporation and to authorize the directors of the Corporation to fix the auditors’ remuneration;
5. to consider and, if deemed appropriate, to approve, with or without variation, a resolution approving the Corporation’s existing 10% rolling stock option plan;
6. to consider and, if thought appropriate, pass, with or without variation, a special resolution to empower the directors of the Corporation to determine the number of directors of the Corporation within the minimum number (one) and maximum number (ten) specified in the articles of the Corporation (and subject to the restrictions specified in the *Business Corporations Act* (Ontario)), the full text of which resolution is set out in the accompanying management information circular of the Corporation under the heading “Business to be Transacted at the Meeting – Changes in Number of Directors – Board Size Resolution”; and
7. to transact such further or other business as may properly come before the Meeting or any adjournment or postponement thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying management information circular.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is at the close of business on May 21, 2019 (the “**Record Date**”). Shareholders whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment or postponement thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the enclosed form of proxy must be deposited with the Corporation’s registrar and transfer agent, Computershare Investor Services by mail or delivery to 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attn: Proxy Department, no later than 4:00 p.m. (Toronto time) on June 21, 2019 or at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) before any adjournment or postponement of the Meeting.

If you are a non-registered shareholder (for example, if you hold shares of the Corporation in an account with an intermediary), you should follow the voting procedures described in the form of proxy or voting instruction form provided by your intermediary or call your intermediary for information as to how you can vote your

shares. Note that the deadlines set by your intermediary for submitting your form of proxy or voting instruction form may be earlier than the dates described above.

Late instruments of proxy may be accepted or rejected by the Chairman of the Meeting in his discretion and the Chairman is under no obligation to accept or reject any particular late instruments of proxy.

The enclosed form of proxy appoints nominees of management as proxyholder and you may amend the proxy, if you wish, by inserting in the space provided the name of the person you wish to represent you as proxyholder at the Meeting.

DATED at Toronto, Ontario as of the 27th day of May, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

“Larry Phillips”

Larry Phillips
Chief Executive Officer and Director