



**NOTIFICATION OF NOTICE AND ACCESS TO SHAREHOLDERS
AND
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**Meeting**”) of the Shareholders of Medgold Resources Corp. (the “**Company**”) will be held at the Company’s office, 200 Burrard Street, Suite 650, Vancouver, British Columbia on Wednesday, December 4, 2019 at the hour of 10:30 a.m. (local time).

Shareholders are also hereby notified that the Company is using the notice-and-access provisions (“**Notice-and-Access**”) contained in National Instrument 54-101 for the delivery to its registered shareholders of the proxy materials for the Meeting (the “**Meeting Materials**”), which include the information circular for the Meeting (the “**Information Circular**”). Under Notice-and-Access, instead of receiving paper copies of the Information Circular, registered shareholders receive this Notice to advise them how to either obtain the Meeting Materials electronically or request a paper copy of the Meeting Materials.

Non-Registered Holders (defined below), as well as those registered shareholders with existing instructions on their account to receive paper materials, will receive paper copies of the Meeting Materials with this Notice.

Purpose of Meeting

The Meeting will be held for the following purposes:

- (a) To receive the financial statements of the Company for the fiscal year ended December 31, 2018, together with the report of the auditors thereon;
- (b) To appoint auditors and to authorize the Directors to fix their remuneration (for further information, please see the section entitled “Particulars of Matters to be Acted Upon – Appointment and Remuneration of Auditors” in the Information Circular);
- (c) To determine the number of Directors at six (for further information, please see the section entitled “Particulars of Matters to be Acted Upon – Election of Directors” in the Information Circular);
- (d) To elect Directors (for further information, please see the section entitled “Particulars of Matters to be Acted Upon – Election of Directors” in the Information Circular);
- (e) To approve the Company’s Stock Option Plan (for further information, please see the section entitled “Particulars of Matters to be Acted Upon – Stock Option Plan” in the Information Circular); and
- (f) To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accessing Meeting Materials Online

The Meeting Materials are available on the Company's SEDAR profile located at www.sedar.com and are also available on the Company's website at: <http://www.medgoldresources.com/s/agm.asp>. The Meeting Materials will remain on the Company's website for one year following the date of this Notice. Shareholders are reminded to access and review all of the information contained in the Information Circular and other Meeting Materials before voting.

Requesting Printed Meeting Materials

Shareholders may request a paper copy of the Meeting Materials by telephone at any time prior to the Meeting by calling toll-free at 1-888-627-9378 (or, for holders outside of North America, 1-604-801-5432). A paper copy will be sent to you within three business days of receiving your request. **To receive the Meeting Materials prior to the proxy cut-off for the Meeting, you should make your request by Wednesday, November 20, 2019.**

For paper copy requests made on or after the date of the Meeting, all shareholders may call toll-free at 1-888-627-9378 and a paper copy will be sent to you within 10 calendar days of receiving your request. Shareholders may obtain a printed copy of the Meeting Materials at no cost until the date that is one year following the date of this notice.

Voting of Proxies

Registered Shareholders

Registered shareholders will still receive a proxy form enabling them to vote at the Meeting. Such proxy will not be valid unless completed, dated and signed form of proxy is received by Computershare Trust Company, 100 University Avenue, 8th Floor, Toronto, ON M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment thereof, or is delivered to the Chair of the Meeting prior to commencement of the Meeting or any adjournment thereof.

Non-Registered Shareholders

Shareholders who hold common shares of the Company beneficially ("**Non-Registered Holders**"), but registered in the name of intermediaries, such as brokers, investment firms, clearing houses and similar entities ("**Intermediaries**") may receive certain other materials from their Intermediary, such as a voting instruction form to vote their shares. If you are a Non-Registered Holder of the Company and receive these materials through your broker or through another Intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or other Intermediary.

Questions

If you have any questions about Notice-and-Access and the information contained in this Notice, you may obtain further information by calling the Company toll free at 1-888-627-9378.

DATED the 30th day of September, 2019.

BY ORDER OF THE BOARD

Jeremy Crozier,
President and Chief Executive Officer