

**OUTCROP GOLD CORP.**

#510 – 580 Hornby Street  
Vancouver, BC V6C 3B6

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

**TAKE NOTICE** that the annual general and special meeting of shareholders (the “**Meeting**”) of Outcrop Gold Corp. (the “**Company**”) will be held at in the boardroom of Morton Law LLP located at Suite 1200, 750 West Pender Street, Vancouver, British Columbia, Canada on December 17, 2019 at 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the audited annual financial statements of the Company for the financial year ended August 31, 2018 and the auditor’s reports thereon;
2. to fix the number of directors of the Company at four (4) for the ensuing year;
3. to elect directors for the ensuing year;
4. to appoint Davidson & Company LLP as the auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
5. to consider and, if deemed appropriate, to pass, with or without variation, a resolution to approve the creation of a new “Control Person” (as that term is defined in the policies of the TSX Venture Exchange) of the Company, as more particularly described in the accompanying management information circular (the “**Information Circular**”);
6. to consider and, if thought fit, to approve a special resolution to adopt new articles for the Company which would replace the Company’s current articles, as more particularly described in the Information Circular;
7. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution to approve the 2019 stock option plan to replace the current stock option plan for the ensuing year, as more particularly described in the Information Circular; and
8. to transact any other business which may properly come before the Meeting, or any adjournment thereof.

Accompanying this Notice of Meeting is the Information Circular, a form of proxy (“**Proxy**”) or Voting Instruction Form (“**VIF**”), and a form whereby shareholders can request to be added to the Company’s supplemental mailing list. The Information Circular provides more detailed information relating to the matters to be addressed at the Meeting, and forms part of this Notice.

The board of directors have fixed the close of business on November 8, 2019 as the record date for determining the shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. A shareholder entitled to vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his/her stead. If you are unable to attend the Meeting in person, please date, execute, and return the enclosed form of Proxy or VIF in accordance with the instructions set out in the notes to the Proxy or VIF and any accompanying information from your intermediary.

DATED at Vancouver, British Columbia, this 8<sup>th</sup> day of November, 2019.

ON BEHALF OF THE BOARD OF DIRECTORS

*“Joseph Hebert”*  
CHIEF EXECUTIVE OFFICER

*These shareholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.*