

**NOTICE OF ANNUAL AND SPECIAL MEETING OF
THE SHAREHOLDERS OF EVRIM RESOURCES CORP.**

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Evrim Meeting**”) of the holders (the “**Evrim Shareholders**”) of common shares (the “**Evrim Shares**”) of Evrim Resources Corp. (the “**Company**” or “**Evrim**”) will be held at 1201 – 510 West Hastings Street, Vancouver, BC, V6B 1L8, on August 12, 2020 at 9:00 a.m. (Vancouver time). To mitigate potential risks to the health and safety of Evrim Shareholders, employees and service providers for the Evrim Meeting, the Company is urging Evrim Shareholders and others not to attend the Evrim Meeting in person. In person attendance may be restricted altogether. Instead, Evrim Shareholders should vote on the matters before the Evrim Meeting by proxy and participate in the Evrim Meeting by way of a conference call. Evrim Shareholders will be able to ask questions of management through the conference call at the conclusion of the Evrim Meeting as usual. Details with respect to the conference call are set out below.

Dial in Number:	604-678-8031
North America Toll-free:	1-866-875-9697
Conference ID:	6097711

The Evrim Meeting will be held to consider the following:

1. to receive and consider the consolidated financial statements of the Company for the financial period ended December 31, 2019, together with the auditors’ report thereon;
2. to elect the directors of the Company for the ensuing year;
3. to appoint the auditors of the Company for the ensuing year;
4. to authorize the directors to fix the auditors’ remuneration for the ensuing year;
5. to consider and if thought appropriate, pass, an ordinary resolution to re-adopt and re-approve the stock option plan of the Company, as more particularly described in the accompanying Management Information Circular (the “**Circular**”);
6. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution (the “**Evrim Resolution**”) to approve the Arrangement (as defined in the Circular) and the transactions contemplated by the Arrangement Agreement (as defined in the Circular). The full text of the Evrim Resolution is set forth in Appendix A to the accompanying Circular; and
7. to transact such further and other business as may properly be brought before the Evrim Meeting or any adjournment or postponement thereof.

The Circular includes more detailed information relating to the matters to be considered at the Evrim Meeting.

The record date for determining the Evrim Shareholders entitled to receive notice of and vote at the Evrim Meeting is the close of business on June 29, 2020.

An Evrim Shareholder may attend the Evrim Meeting in person or may be represented at the Evrim Meeting by proxy. Registered Evrim Shareholders who are unable to attend the Evrim Meeting, or an adjournment thereof, in person are requested to complete, date, and sign the accompanying form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the accompanying Circular.

Forms of proxy must be returned to Computershare Investor Services Inc. (“**Computershare**”), Evrim’s transfer agent, prior to 9:00 a.m. (Vancouver time) at least two days (excluding Saturdays, Sundays and holidays) before the Evrim Meeting or any adjournment or postponement of the Evrim Meeting. The time limit for deposit of proxies may be waived or extended by the Chair of the Evrim Meeting at his or her discretion, without notice.

