



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 “**Company**”) will be held on Thursday, July 30, 2020 at 10:00 a.m. (Toronto time) at the offices of Wildeboer Dellelce LLP located at 365 Bay Street, Suite 800, Toronto, Ontario M5H 2V1 for the following purposes:

1. **TO RECEIVE** the financial statements of the Corporation for the fiscal year ended December 31, 2019 and the Auditors’ Report thereon
2. **TO APPOINT** the auditors of the Company, and to authorize the board of directors to fix their remuneration;
3. **TO ELECT** the directors of the company;
4. **TO CONSIDER** and if deemed advisable, pass an ordinary resolution, substantially in the form set out in the accompanying information circular, re-approving the continued use of the Company’s 10% rolling stock option plan; and
5. **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 of the Company.

We are committed to safeguarding the health and well-being of our employees, customers, 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 available to our shareholders in a virtual format, by way of a live webcast. While we will also be holding the Meeting at the address noted above, 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/754789501> or call (647) 497-9391 and use access code: 754-789-501 rather than attending in person. 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 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 Company has determined to deliver this notice of meeting and the accompanying Management Information 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 Company. The use of the notice and access procedures under applicable securities laws will significantly reduce the Company’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 Company’s SEDAR profile at www.sedar.com. All shareholders of the Company 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 Company by calling toll-free at 1-866-600-5869. The Company 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 Friday, June 19, 2020, as the record date for determining the shareholders who are entitled to receive notice and to vote at the meeting. Shareholders who are unable to attend the meeting in person are requested to read, complete, sign and mail the enclosed Form of Proxy to the Company's Transfer Agent, TSX Trust Company Inc., Suite 301, 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, no later than by 10 a.m. (Toronto time) on Tuesday, July 28, 2020. Shareholders should notify TSX Trust Company Inc. of any change to their mailing address.

Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the accompanying form of proxy in the enclosed return envelope. All instruments appointing proxies to be used at the Meeting or at any adjournment thereof must be delivered to the registered office of the Company, Suite 1001, 145 Wellington Street West, Toronto, Ontario, Canada, M5J 1J1 or deposited with TSX Trust Company Inc., Suite 301, 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, by 10:00 a.m. (Toronto time) on July 28, 2020.

DATED this 15th day of June 2020.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Quentin Yarie"

Quentin Yarie, Chief Executive Officer and Director