



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the shareholders of Unigold Inc. (the “**Corporation**”) will be held online at www.agmconnect.com/unigold2021 via live webcast on May 27, 2021 at 1:00 p.m. (Toronto time) for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2020, together with the report of the auditor thereon;
2. to elect directors of the Corporation for the ensuing year;
3. to appoint the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration of the auditor;
4. to consider and, if deemed advisable, to pass, with or without variation, a resolution approving, the share incentive plan of the Corporation;
5. to consider and, if deemed advisable, to pass, with or without variation, a resolution confirming and approving the restricted share unit plan of the Corporation;
6. to consider and, if deemed advisable, to pass, with or without variation, a resolution confirming and approving the deferred share unit plan of the Corporation;
7. to consider, and, if deemed appropriate, to pass with or without variation, an ordinary resolution confirming the adoption of a new By-law No. 2 of the Corporation; and
8. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Particulars of the foregoing matters are set forth in the accompanying management information circular. A copy of the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2020, together with the report of the auditor of the Corporation thereon, also accompanies this notice.

The directors of the Corporation have fixed the close of business on April 22, 2021 as the record date for the determination of the shareholders of the Corporation entitled to receive notice of the Meeting.

Shareholders 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 deposited with AGM Connect, Suite 2704, 401 Bay Street, P.O. Box 4, Toronto, Ontario M5H 2Y4, not later than 5:00 p.m. (Toronto time) two business days preceding the date

of the Meeting or any adjournment thereof or with the chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof.

Due to the public health impact of the novel coronavirus (COVID-19) outbreak and to support the health and well-being of the Corporation's officers, directors, shareholders and other stakeholders, the Meeting will be held virtually via live webcast. Shareholders will not be able to attend the Meeting in person. Shareholders (both registered and non-registered) who choose to attend the Meeting may only do so via the live webcast of the Meeting.

Shareholders are encouraged to participate in the Meeting and will find important information along with detailed instructions about how to participate in the virtual meeting in the accompanying management information circular and on the Unigold Voter Information Sheet distributed along with this Notice.

To attend the Meeting:

- Registered shareholders must visit www.agmconnect.com/unigold2021 and check-in using the AGM Connect Voter ID and Meeting Access Code. Please contact AGM Connect via 1.416.222.4202 or unigold2021@agmconnect.com for more information.
- Non-registered shareholders should refer to the instructions in the accompanying management information circular for information on how to vote their shares, appoint a proxy and/or attend the virtual meeting. Please contact AGM Connect via 1.416.222.4202 or unigold2021@agmconnect.com for more information.

The online platform is fully supported across browsers and devices running the most updated version of applicable software plugins. Please ensure that you have a reliable internet connection with which to access and participate in the Meeting. The Meeting will begin promptly at 1:00 p.m. (Toronto time) on May 27, 2021. Online check-in will open one hour prior, at 12:00 p.m. (Toronto time). Please allow ample time for online check-in procedures.

By attending the Meeting via www.agmconnect.com/unigold2021, shareholders will be able to participate in the Meeting via audio and video and Registered Shareholders or duly Appointed Proxyholders will be able to submit questions and vote. The board of directors of the Corporation (the "**Board**") believes that hosting the Meeting virtually will minimize the health risk that may be associated with large gatherings, while enabling increased shareholder attendance and encouraging more active shareholder engagement and participation at the Meeting.

DATED at Toronto, Ontario this 23rd day of April 2021.

By Order of the Board,

(Signed)

Mr. Joseph Hamilton
Chairman and Chief Executive Officer