

**FIORE GOLD LTD.**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD JANUARY 5, 2022**

**NOTICE IS HEREBY GIVEN** that, pursuant to an order (the "**Interim Order**") of the Supreme Court of British Columbia dated December 1, 2021, a virtual-only special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Fiore Shares**") of Fiore Gold Ltd. ("**Fiore Gold**") will be held at 9:00 a.m. (Vancouver time) on January 5, 2022. The Meeting will be held in a virtual format only via live webcast at <https://meetnow.global/MVFSY9> for the following purposes:

- (a) to consider and, if thought fit, to pass, with or without variation, a special resolution (the "**Arrangement Resolution**"), the full text of which is set forth in Appendix A to the accompanying management information circular of Fiore Gold dated December 2, 2021 (the "**Circular**"), to approve a plan of arrangement (the "**Arrangement**") under the provisions of Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) ("**BCBCA**") involving, among others, Fiore Gold, 1324716 B.C. Ltd. ("**Subco**") and Calibre Mining Corp. ("**Calibre Mining**"); and
- (b) to transact such further and other business as may properly be brought before the Meeting or any adjourned or postponed Meeting.

Specific details of the matter to be put before the Meeting are set forth in the accompanying Circular.

**If the Arrangement Resolution is not approved by the Shareholders at the Meeting, the Arrangement cannot be completed.**

**The board of directors of Fiore Gold unanimously recommends that the Shareholders vote IN FAVOUR of the Arrangement Resolution.**

Due to the ongoing COVID-19 pandemic, and to mitigate against its risks, the Meeting will be held in a virtual-only format. A virtual-only Meeting is being adopted in response to local, regional, and national public health emergency directives while allowing all Shareholders an equal opportunity to participate in the Meeting regardless of their geographic location or particular constraints, circumstances or risks they may be facing. We are taking these measures in order to mitigate the health and safety risks to our valued Shareholders, employees, partners, communities, and other stakeholders. You will not be able to attend the Meeting in person. At the Meeting, you will have the opportunity to ask questions in real time and vote on Meeting matters. The accompanying Circular contains important information and detailed instructions about how to participate at the Meeting.

The record date (the "**Record Date**") for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is November 15, 2021. Only Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

Each Fiore Share entitled to be voted at the Meeting will entitle the holder thereof to one vote at the Meeting. The Arrangement Resolution must be approved by: (i) at least 66 2/3% of the votes cast by all Shareholders present in person (virtually) or represented by proxy and entitled to vote at the Meeting; and (ii) a simple majority of the votes cast by Shareholders present or in person (virtually) or represented by proxy at the Meeting, excluding votes cast by certain Shareholders required to be excluded under MI 61-101.

**A Shareholder may attend the Meeting in person (virtually) or may be represented by proxy. Shareholders that are unable to attend the Meeting or any adjourned or postponed Meeting in person (virtually) are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjourned or postponed Meeting, or alternatively, follow the instructions in such documents to vote electronically, or plan to attend the virtual Meeting and vote online. Even if you plan to attend the virtual Meeting, you may still vote via proxy. In order to be acted upon at the Meeting, validly completed instruments of proxy must be received by Computershare Investor Services Inc.,**

**Attention: Proxy Department, by mail: 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, or by facsimile: 1-866-249-7775 for Toll Free within North America or 1-416-263-9524 outside of North America, no later than 9:00 a.m. (Vancouver time) on December 31, 2021 or 48 hours (excluding weekends and holidays in the Province of British Columbia) prior to the time of any adjourned or postponed Meeting.** Notwithstanding the foregoing, the Chair of the Meeting has the discretion to accept proxies received after such deadline. The time limit for the deposit of proxies may be waived or extended by the Chair of the Meeting at his or her discretion, without notice. Registered Shareholders may use the internet ([www.investorvote.com](http://www.investorvote.com)) or the telephone (1-866-732-8683) to transmit voting instructions on or before the date and time noted above and may also use the internet to appoint a proxyholder to attend and vote on behalf of such registered Shareholder, at the Meeting. For information regarding voting or appointing a proxyholder by internet or voting online or by telephone, see the form of proxy and/or the section of the Circular entitled "*Part IV — General Proxy Matters — Fiore Gold*" in the accompanying Circular.

Beneficial (non-registered) holders of Fiore Shares who receive these materials through their broker, bank, trust company or other intermediary or nominee should follow the instructions provided by such broker, bank, trust company or other intermediary or nominee. Shareholders who have questions about the information in the Circular or need assistance with voting may contact Fiore Gold's proxy solicitation agent and shareholder communications advisor, Laurel Hill Advisory Group by telephone at 1-877-452-7184 (toll free in North America) or 1-416-304-0211 (collect calls outside North America) or by email at [assistance@laurelhill.com](mailto:assistance@laurelhill.com).

Pursuant to the Interim Order, registered Shareholders have a right to dissent in respect of the Arrangement Resolution and to be paid an amount equal to the fair value of their Fiore Shares as of the close of business on the business day before the Arrangement Resolution was approved, provided that they have complied with the dissent procedures set forth in the BCBCA, as modified by the plan of arrangement and the Interim Order. This dissent right and the dissent procedures are described in the Circular. Failure to comply strictly with the dissent procedures described in the Circular may result in the loss of any dissent rights. See the section entitled "*Part I — The Arrangement — Right to Dissent*" and Appendix K, "*Section 237 through Section 247 of the Business Corporations Act (British Columbia)*" in the accompanying Circular.

The proxyholder has discretion under the accompanying form of proxy or VIF with respect to any amendments or variations of the matter of business to be acted on at the Meeting or any other matters properly brought before the Meeting or any adjourned or postponed Meeting, in each instance, to the extent permitted by law, whether or not the amendment, variation or other matter that comes before the Meeting is routine and whether or not the amendment, variation or other matter that comes before the Meeting is contested. As of the date hereof, management of Fiore Gold knows of no amendments, variations or other matters to come before the Meeting other than the matter set forth in this Notice of Special Meeting. Shareholders that are planning on returning the accompanying form of proxy or VIF are encouraged to review the Circular carefully before submitting the form of proxy or VIF.

Dated this 2<sup>nd</sup> day of December, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
FIORE GOLD LTD.**

*"Tim Warman"*

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Tim Warman

Chief Executive Officer & Director