



## NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT a special meeting (the "**Meeting**") of the holders of common shares ("**Common Shares**") of GobiMin Inc. ("**GobiMin**") will be held at Suite 2700, 1000 Sherbrooke Street West, Montreal, Quebec, Canada H3A 3G4 on Friday, February 24, 2023 at 9:30 a.m. (Eastern time), and any adjournment or postponement thereof, for the following purposes:

1. to consider and, if thought fit, pass, with or without variation, a special resolution (the "**Consolidation Resolution**") to approve the consolidation of the issued and outstanding Common Shares on the basis of one (1) post-Consolidation Common Share for every thirty million (30,000,000) pre-Consolidation Common Shares (the "**Consolidation**") pursuant to which the holders of Common Shares outstanding immediately prior to the effective date of the Consolidation shall not be entitled to receive a certificate for any fractional Common Share following the Consolidation, but instead, all fractional Common Shares will be cancelled and such holders thereof shall not be entitled to exercise any of the rights of shareholders in respect of any fractional Common Share other than the right to receive a cash payment equal to CAN\$1.84, less any amount in respect of taxes required by law to be deducted or withheld, for each pre-Consolidation Common Share held immediately prior to the effectiveness of the Consolidation, as more particularly described in the accompanying information circular (the "**Circular**"); and
2. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

Details of the particulars to be acted upon at the Meeting are contained in the Circular. A copy of the text of the Consolidation Resolution is in Schedule "A" of the Circular. A form of proxy and a letter of transmittal also accompany this notice of Meeting.

The Consolidation Resolution must be approved by at least two-thirds of the votes cast by all holders of Common Shares attending the Meeting in person or represented by proxy and by at least a simple majority of the votes cast by holders of Common Shares other than Mr. Felipe Tan, Belmont Holdings Group Limited ("**Belmont**"), which is a company owned by Mr. Felipe Tan, and certain others as set out in the Circular.

If the Consolidation Resolution is approved, following the Consolidation including the purchase of the Common Shares, Belmont will become the sole shareholder of GobiMin resulting in the privatization of GobiMin.

GobiMin's board of directors has fixed the close of business on January 9, 2023 as the record date for the determination of those holders of Common Shares (the "**Registered Shareholders**") entitled to notice of and to vote at the Meeting and any adjournment or postponement thereof.

If you are a beneficial shareholder who holds your Common Shares through an intermediary, such as a brokerage firm, bank, dealer or other similar organization, then you should follow the voting procedures provided by your intermediary.

For the Consolidation resulting in GobiMin privatizing, Registered Shareholders are entitled to a right of dissent as provided for in section 190 of the *Canada Business Corporations Act*. Details of the dissent rights are contained in the Circular.

It is desirable that as many Common Shares as possible be represented at the Meeting. If you do not expect to attend the Meeting and would like your Common Shares represented, please complete the enclosed proxy form and return it as soon as possible. All proxies, to be valid, must be received by Computershare Investor Services Inc., transfer agent for GobiMin, at Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1 at least 48 hours prior to the Meeting (being, by 9:30 a.m. (Eastern Time) on Wednesday, February 22, 2023) or any adjournment thereof. Late proxies may be accepted or rejected by the Chair of the Meeting in his or her discretion, and the Chair is under no obligation to accept or reject any particular late proxy.

DATED this 24th day of January, 2023.

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) "*Joyce Ko*"

Joyce Ko  
Chief Financial Officer,  
Vice President Corporate Affairs & Secretary