



## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting (the “**Meeting**”) of the holders of Common Shares (the “**Shareholders**”) of **Montage Gold Corp.** (“**Montage**” or the “**Corporation**”) will be held at **Suite 2000, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8, on Tuesday, June 8, 2021 at 12:00 noon (PDT)** for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the financial years ended December 31, 2020 and 2019 and accompanying report of the auditor, and the management’s discussion and analysis of the Corporation for the years ended December 31, 2020 and 2019;
2. to appoint PricewaterhouseCoopers LLP as the auditor of the Corporation, to hold office until the next annual general meeting of Shareholders and to authorize the directors to fix the auditor’s remuneration;
3. to elect the six (6) nominees of the Corporation standing for election as directors of the Corporation to hold office until the next annual meeting of Shareholders or until his or her successor is duly elected or appointed;
4. to consider and, if thought fit, to approve, with or without variation, an ordinary resolution approving and ratifying the Corporation’s Stock Option Plan, 8,650,000 Options previously granted and currently issued and outstanding under the Stock Option Plan, and any unallocated awards of Options thereunder, as more particularly described in the accompanying Management Information Circular (the “**Proxy Circular**”);
5. to consider and, if thought fit, to approve, with or without variation, an ordinary resolution approving and ratifying the Corporation’s Deferred Share Unit Plan, as more particularly described in the accompanying Proxy Circular;
6. to consider and, if thought fit, to approve, with or without variation, an ordinary resolution approving and ratifying the Corporation’s Restricted Share Unit Plan, as more particularly described in the accompanying Proxy Circular; and
7. to transact such other business as may properly come before the meeting or any postponement or

The Proxy Circular accompanying this Notice of Meeting provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of this Notice of Meeting. Also accompanying this Notice of Meeting is either a form of proxy for registered shareholders or a voting instruction form for non-registered shareholders.

**Out of necessary caution, to proactively deal with the unprecedented public health impact of COVID-19, and to mitigate risks to the health and safety of our communities, shareholders, directors, employees and other stakeholders, Management encourages shareholders and others to vote by proxy in order to avoid physical attendance.**

**Given the need for risk management in respect of COVID-19, the Corporation asks that anyone planning to attend the Meeting in person advise the Corporation at [info@montagegoldcorp.com](mailto:info@montagegoldcorp.com). To ensure the health and safety of all attendees, the Corporation reserves the right to take any additional cautionary measure deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 pandemic, including limiting the number of persons who may be allowed in a single room for the Meeting to allow for required social distancing, or any other measures that may be recommended by public health authorities in connection with gatherings of persons.**

**Shareholders are encouraged to vote by proxy, by mail, by telephone or on the Internet, in advance of the deadline set forth in the Proxy Circular. See “Proxies and Voting Rights – How to Vote”. The Corporation is not aware of any items of business to be brought before the Meeting other than those described in the Proxy Circular.**

The directors of the Corporation have fixed April 27, 2021 as the record date (the “**Record Date**”) for determining Shareholders entitled to receive notice of, and to vote at the Meeting and any postponement or adjournment of the Meeting.

Whether or not you expect to attend the Meeting or any postponement or adjournment thereof, **PLEASE SIGN, DATE AND RETURN THE ENCLOSED PROXY PROMPTLY IN THE ENCLOSED ENVELOPE OR VOTE BY PROXY USING THE TELEPHONE OR INTERNET BY FOLLOWING THE INSTRUCTIONS PROVIDED IN THE ACCOMPANYING FORM OF PROXY.**

To be effective, proxies must be received by Endeavour Trust Corporation by 12 noon, PDT on Friday, June 4, 2021. 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.

If you are a registered shareholder, whether or not you are able to attend the Meeting in person, we ask you to complete, sign and return the enclosed proxy. Please note that registered shareholders of the Corporation may vote in person at the Meeting and any postponement or any adjournment thereof even if you have previously returned the proxy.

If you are a non-registered shareholder and receive these materials through your broker, institution, participant, trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the Income Tax Act (Canada) or a nominee of any of the foregoing that holds your securities on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by the Intermediary. Failure to do so may result in your Common Shares not being eligible to be voted by proxy at the Meeting. Note that the deadlines set by your Intermediary for submitting your voting instruction form may be earlier than the dates described above.

Your promptness in returning the proxy will assist in the expeditious and orderly processing of proxies and will ensure that your Common Shares are represented.

Vancouver, British Columbia

DATED: May 4, 2021

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) **Hugh Stuart**  
**Chief Executive Officer**