



**WHITEHORSE GOLD CORP.**  
**Suite 1750 – 1066 West Hastings Street**  
**Vancouver, BC V6E 3X1**

### **NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the 2021 annual general meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of Whitehorse Gold Corp. (the "**Company**") will be held at Suite 1750 – 1066 West Hastings Street Vancouver, BC V6E 3X1 in the main boardroom on Wednesday, May 5, 2021 at 9:00 a.m. (Vancouver time), and at any adjournment or postponement thereof, for the following purposes:

- (a) to receive the audited financial statements of the Company for the financial year ended December 31, 2020, together with the report of the auditor thereon;
- (b) to fix the number of directors at five (5);
- (c) to elect directors for the ensuing year;
- (d) to re-appoint Deloitte LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the directors to fix the auditors' remuneration;
- (e) to consider and, if deemed appropriate, to pass with or without variation, an ordinary resolution ratifying, approving and adopting the Company's new stock option plan (the "**New Option Plan**"), approved by the Company' board of directors on March 3, 2021, as more particularly described in the accompanying management information circular;
- (f) if the New Option Plan is not approved by the Shareholders, to consider and, if thought fit, to pass an ordinary resolution to re-approve the Company's existing stock option plan and all unallocated stock options and entitlements thereunder; and
- (g) to transact such further and other business as may be properly brought before the Meeting or at any adjournments thereof.

The directors of the Company have fixed **March 24, 2021** as the record date for the Meeting (the "**Record Date**"). Only Shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment or postponement thereof. Shareholders are entitled to vote at the Meeting either in person or by proxy.

Shareholders who are unable to attend the Meeting are requested to read, complete, sign, date and return the form of proxy and deliver it to the Company's transfer agent, **Computershare Investor Services Inc.** A proxy will not be valid unless it is deposited with our transfer agent Computershare Investor Services, Inc., (i) by mail using the return envelope or (ii) by hand delivery to Computershare, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Alternatively, Shareholders may vote by telephone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America), by facsimile to 1-866-249-7775 or 1-416-263-9524 (if outside North America), or by internet using the 15 digit control number located at the bottom of the proxy at [www.investorvote.com](http://www.investorvote.com). All instructions are listed in the form of proxy. Shareholders' proxy or voting instructions must be received in each case by not less than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) prior to the time set for the holding of the Meeting, or any adjournment or postponement thereof, unless the Chair of the Meeting elects to exercise his discretion to accept proxies received subsequently.

As of the date of this notice, the Company intends to proceed with the Meeting and encourages you to vote by proxy in advance of the Meeting in light of public health directives and recommendations relating to the ongoing novel coronavirus ("**COVID-19**") pandemic and efforts to reduce its spread, including restrictions on in-person gatherings of any size, which continue to be strongly discouraged, and physical distancing requirements, and overarching concern for the wellbeing of Shareholders, directors, their families and others. At a minimum, only registered Shareholders or their duly appointed proxyholders will be permitted to attend the Meeting. Those attending the Meeting in person who are experiencing any of the known COVID-19 symptoms including fever, cough or difficulty breathing will not be permitted to attend the Meeting. Those attending in person will be required to comply with the then current direction and advice from federal, provincial and municipal levels of government concerning public gatherings. Note however that, in light of ongoing concerns related to the spread of COVID-19 and the constantly evolving restrictions on the size of public gatherings which are beyond the control of the Company, attendance at the Meeting in person may be difficult or not permitted. **Accordingly, we encourage you to vote by proxy in advance of the Meeting.**

DATED at the City of Vancouver, in the Province of British Columbia, this 31st day of March, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Kevin Weston"*

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Kevin Weston

Chief Executive Officer and Director  
Whitehorse Gold Corp.