

**TEMBO GOLD CORP.**  
#1305 - 1090 W. Georgia St  
Vancouver, BC  
V6E 3V7

### **NOTICE OF ANNUAL AND SPECIAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the “**Meeting**”) of the shareholders of Tembo Gold Corp. (the “**Corporation**”) will be held at 10:00 a.m. (Vancouver time) on Monday, July 25, 2022 at the offices of Maxis Law Corporation, 910 - 800 West Pender Street, Vancouver, British Columbia for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2021 and accompanying report of the auditor;
2. to fix the number of directors at four (4);
3. to elect the directors of the Corporation for the ensuing year;
4. to re-appoint Grant Thornton LLP, Chartered Professional Accountants, as the auditor of the Corporation for the ensuing year at a remuneration to be fixed by the directors;
5. to consider and, if thought fit, to pass an ordinary resolution to approve the Corporation’s new stock option plan, as more particularly described in the accompanying information circular of the Corporation dated June 21, 2022 (the “**Information Circular**”);
6. to consider and, if thought fit, to pass an ordinary resolution to approve the Corporation’s new equity incentive plan, as more particularly described in the accompanying Information Circular; and
7. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

**The accompanying Information Circular 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.**

Only shareholders of record at the close of business on June 14, 2022 will be entitled to receive notice of, and to vote at, the Meeting or any adjournment(s) or postponement(s) thereof. If you are a registered shareholder of the Corporation and are unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with Alliance Trust Company, #1010, 407 – 2<sup>nd</sup> Street SW, Calgary, Alberta T2P 2Y3, by mail, fax (403.237.6181), email (inquiries@alliancetrust.ca) or by following the procedure for internet voting provided in the accompanying form of proxy no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment(s) or postponement(s) thereof. If a registered shareholder receives more than one form of proxy because such shareholder owns shares registered in different names or addresses, each form of proxy should be completed and returned. Late proxies may be accepted or rejected by the chairman of the Meeting in his discretion, and the chairman is under no obligation to accept or reject any particular late proxy. If you are a non-registered Shareholder and received these materials through your broker or another intermediary, please complete and return the Proxy or other voting form in accordance with instructions provided to you by your broker or such other intermediary.

If you are a non-registered shareholder of the Corporation and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered 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 your Intermediary.

**COVID-19 GUIDANCE: In light of ongoing concerns related to the spread of COVID-19, and in order to mitigate the potential risks to the health and safety associated with COVID-19, shareholders are strongly encouraged to vote on the matters before the Meeting by proxy rather than attend the meeting in person.**

DATED at Vancouver, British Columbia as of the 21<sup>st</sup> day of June, 2022.

**TEMBO GOLD CORP.**  
*“David Scott”*  
**DAVID SCOTT**  
President, Chief Executive Officer and Director