



P2 GOLD INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting of shareholders (the “**Meeting**”) of **P2 Gold Inc.** (the “**Company**”) will be held at Suite 1100, 355 Burrard Street, Vancouver, British Columbia on May 18, 2021, at 9:00 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the audited financial statements of the Company for the year ended December 31, 2020 and the report of the auditors thereon;
2. to set the number of directors at eight;
3. to elect the directors for the ensuing year;
4. to appoint PricewaterhouseCoopers LLP, as auditor of the Company for the ensuing year and to authorize the directors to fix its remuneration;
5. to ratify and approve the 10% rolling stock option plan of the Company, as more particularly described in the accompanying management information circular of the Company dated April 9, 2021; and
6. to transact such other business as may properly come before the Meeting or any adjournments thereof.

This notice is accompanied by a form of proxy, a management information circular dated April 9, 2021 and the audited consolidated financial statements of the Company for the year ended December 31, 2020. Shareholders who are unable to attend the Meeting are requested to complete, date, sign and return the enclosed form of proxy in accordance with its instructions (non-registered shareholders must deliver their complete proxies or other voting form in accordance with the instructions given by their financial institution or other intermediary that forwarded the form of proxy or other voting form to them) so that as large a representation as possible may be had at the Meeting. The enclosed form of proxy appoints nominees of management as proxyholder and you may amend the form of proxy, if you wish, by striking out the name of the nominee of management and inserting in the space provided the name of the person you wish to represent you as proxyholder at the Meeting.

The board of directors has fixed (i) the close of business on April 8, 2021 as the record date for the determination of holders of common shares of the Company entitled to notice of the Meeting and any adjournments thereof, and (ii) 9:00 a.m. (Vancouver time) on May 14, 2021, or if the Meeting is adjourned, 48 hours prior to the time of such adjourned Meeting (excluding Saturdays, Sundays, and holidays) as the time before which proxies to be used or acted upon at the Meeting or any adjournments thereof must be deposited with the Company's transfer agent.

Only shareholders of record at the close of business on April 8, 2021 will be entitled to vote at the Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

Due to the COVID19 Pandemic and given the restrictions on public gatherings and in the best interest of the health of all participants in the Company's Meeting, the Company respectfully asks that all shareholders do not attend the Meeting in person. The Company requests that shareholders who wish to participate by listening to the Meeting, contact the Company by May 10, 2021 at info@p2gold.com to be included in the telephone conference for the Meeting. The Company will arrange for telephone participation for all shareholders who have requested it by May 10, 2021. However, the Company strongly recommends that shareholders vote by Proxy or VIF in advance to ease the voting tabulation at the Meeting by TSX Trust Company.

DATED at Vancouver this 9th day of April 2021.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "*Joseph Ovsenek*"
President, Chief Executive Officer, Chairman and Director