

TERRACO GOLD CORP.
2390 - 1055 West Hastings Street
Vancouver, BC
V6E 2E9

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of holders of common shares (the “**Terraco Shares**”) of Terraco Gold Corp. (“**Terraco**”) will be held at Suite 2300, 550 Burrard Street, Vancouver, BC V6C 2B5 on August 13, 2019 at 10:00AM. (Vancouver time) for the following purposes:

1. to consider, pursuant to an interim order (the “**Interim Order**”) of the Supreme Court of British Columbia (the “**Court**”) dated July 12, 2019, and, if deemed advisable, pass, with or without variation, a special resolution (the “**Arrangement Resolution**”), the full text of which is attached as Appendix “A” to the management information circular of Terraco dated July 12, 2019 (the “**Circular**”), authorizing and approving the arrangement (the “**Arrangement**”) under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia), as more particularly set out in the Circular under the heading “*Information Concerning the Arrangement*”; and
2. to act upon such other matters as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The Circular contains the full text of the Arrangement Resolution and provides additional information relating to the matters to be addressed at the Meeting, including the Arrangement, and is deemed to form part of this Notice.

Holders of Terraco Shares (“**Terraco Shareholders**”) are entitled to vote at the Meeting either in person or by proxy. Registered Terraco Shareholders who are unable to attend the Meeting in person are encouraged to read, complete, sign, date and return the enclosed form of proxy (the “**Proxy**”) in accordance with the instructions set out in the Proxy and in the Circular. In order to be valid for use at the Meeting, proxies must be received by Computershare Investor Services Inc. (“**Computershare**”), Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 (Fax: 1-866-249-7775 (toll free within North America) or (416) 263-9524 (outside North America)) by mail or fax at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournment or postponement thereof. Notwithstanding the foregoing, the Chairman of the Meeting has the sole discretion to accept proxies received after such deadline but is under no obligation to do so. Please advise Computershare of any change in your mailing address.

If you are a non-registered Terraco Shareholder, please refer to the section in the Circular entitled “*General Proxy Information — Non-Registered Holders*” for information on how to vote your Terraco Shares.

Take notice that registered Terraco Shareholders who validly dissent from the Arrangement Resolution will, if the Arrangement becomes effective, be entitled to be paid by Terraco (which shall be funded, with funds of Terraco not directly or indirectly provided by Sailfish), the fair value of the their Terraco Shares, subject to strict compliance with Sections 237 to 247 of the *Business Corporations Act* (British Columbia), as may be modified by the Interim Order, the final order of the Court pursuant to Section 291 of the *Business Corporations Act* (British Columbia) (the “**Final Order**”) and the plan of arrangement substantially

in the form attached as Appendix “B” to the Circular (the “**Plan of Arrangement**”). The right to dissent is described in the Circular under the heading “*Rights of Dissenting Shareholders*”. **Failure to strictly comply with the dissent procedures set out in Sections 237 to 247 of the *Business Corporations Act* (British Columbia), as may be modified by the Interim Order, the Final Order and the Plan of Arrangement, may result in the loss of any right of dissent.**

Persons who are beneficial owners of Terraco Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only registered Terraco Shareholders are entitled to dissent. Accordingly, a beneficial owner of Terraco Shares desiring to exercise dissent rights must make arrangements for beneficially owned Terraco Shares to be registered in his, her or its name prior to the time written notice of dissent is required to be received by Terraco, or make arrangements for the registered holder to dissent on his, her or its behalf in accordance with the dissent provisions set out in Sections 237 to 247 of the *Business Corporations Act* (British Columbia), as may be modified by the Interim Order, the Final Order and the Plan of Arrangement.

Only Terraco Shareholders of record at the close of business on July 12, 2019 will be entitled to vote at the Meeting.

DATED at Vancouver, British Columbia, on July 12, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

“Todd L. Hilditch”

Chief Executive Officer and Director
Terraco Gold Corp.