



WINSHEAR GOLD

WINSHEAR GOLD CORP.

960-789 West Pender St.,
Vancouver, BC
V6C 1H2

NOTICE OF SPECIAL GENERAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Special General Meeting (the “Meeting”) of the shareholders of **Winshear Gold Corp.** (the “Company”) will be held at the Company’s offices, 960-789 West Pender St., Vancouver, BC, V6C 1H2, on **Wednesday, January 31, 2024 at 9:00 a.m.** (Vancouver time) to transact special business and for the following purposes:

1. To approve a special resolution authorizing a consolidation of the Company’s shares on the basis of up to three (3) pre-consolidated Common Shares without par value for one (1) post-consolidated Common Share without par value, or such lesser whole number of pre-consolidated Common Shares, all at the Board’s discretion and subject to regulatory approval;
2. To consider, and if thought advisable, pass, with or without variation, a special resolution authorizing the Corporation to reduce its stated capital, consideration provided by way of a cash payment on a pro rata basis to all Shareholders of the Corporation all as more fully set forth in the Information Circular attached hereto and forming a part hereof; and
3. To transact such other business as may properly come before the meeting or any adjournment or adjournments thereof, without notice.

Shareholders of record on the Company’s books at the close of business of **December 22, 2023** are entitled to notice of and to attend and vote at the Meeting or at any postponement or adjournment thereof. Pursuant to the Company’s governing documents, each Common Share is entitled to one vote.

An Information Circular accompanies this Notice and contains details of matters to be considered at the Meeting. No other material matters are contemplated, however, any permitted amendment to or variation of any matter identified in the Notice may be properly considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure their shares are voted at the Meeting are asked to complete, date and sign the enclosed form of Proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered (beneficial) shareholders who plan to attend the Meeting must follow the instructions set out in the Proxy or voting instruction form to ensure their shares are voted at the Meeting. If you hold your shares in a brokerage account, you are a non-registered (beneficial) shareholder.

DATED at Vancouver, B.C. this 22nd day of December, 2023.

**BY ORDER OF THE BOARD
WINSHEAR GOLD CORP.**

“Richard Williams”

Richard Williams, Chief Executive Officer