



**CONTINENTAL GOLD INC.**  
155 Wellington Street West, Suite 2920  
Toronto, Ontario Canada M5V 3H1

## **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF THE COMPANY**

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting of Shareholders (the "Meeting") of Continental Gold Inc. (the "Company") will be held at the offices of Cassels, Brock and Blackwell LLP, 2100 Scotia Plaza, 40 King Street West, Toronto, Ontario, Canada on Thursday, May 30, 2019 at 9:30 a.m. (Eastern time), for the following purposes:

1. receiving the audited consolidated financial statements of the Company for the year ended December 31, 2018, together with the auditor's report thereon;
2. electing the directors of the Company for the ensuing year;
3. reappointing PricewaterhouseCoopers LLP, Chartered Accountants, as auditor of the Company for the ensuing year and authorizing the directors to fix their remuneration;
4. to consider, and if thought advisable, to pass an ordinary resolution, on a disinterested basis, to approve the issuance of certain common shares of the Company to Newmont Mining Corporation ("Newmont") upon conversion of a US\$50 million convertible debenture dated March 15, 2019, as more particularly described in the accompanying management information circular; and
5. conducting such other business properly brought before the Meeting or any adjournments or postponements thereof.

The record date for the Meeting is April 18, 2019. The record date is the date for the determination of the registered holders of common shares entitled to receive notice of, and to vote at, the Meeting and any adjournments or postponements thereof.

This notice is accompanied by a management information circular (the "Circular"), either a form of proxy or a voting instruction form and a supplemental mailing list and consent for electronic delivery return card. If previously requested, a copy of the audited consolidated financial statements and management's discussion and analysis ("MD&A") for the year ended December 31, 2018 will also accompany this notice. Copies of the Company's annual and interim financial statements and MD&A are also available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com), on the Company's website at [www.continentalgold.com](http://www.continentalgold.com), or by request made to the Company.

As described in the notice and access notification mailed to shareholders, the Company is using the notice and access method for delivering this notice and the Circular to shareholders. The notice and Circular will be available on the Company's website at [www.continentalgold.com/investors/events](http://www.continentalgold.com/investors/events) and under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may also request copies of the notice and Circular from the Company at no cost by calling toll-free to 1-877-273-8228.

Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed form of proxy or voting instruction form so that as large a representation as possible may be had at the Meeting. Any proxies to be used or acted on at the Meeting must be deposited with the Company's Registrar and Transfer Agent, Computershare Investor Services Inc., no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournments or postponements thereof.

DATED the 15<sup>th</sup> day of April, 2019.

**By Order of the Board of Directors**

*/s/ Ari Sussman*

Ari Sussman  
Director and Chief Executive Officer