

MAYFAIR GOLD CORP.

489 MacDougall Street
Matheson, Ontario P0K 1N0
Telephone No.: 1-800-301-6816

NOTICE OF ANNUAL GENERAL & SPECIAL MEETING

Notice is hereby given that an annual general and special meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Mayfair Gold Corp. (the “**Company**”) will be held at Suite 700 – 1199 West Hastings Street, Vancouver, British Columbia, V6E 3T5, on Wednesday, June 7, 2023, at the hour of 2:00 p.m. (Pacific Time).

The Meeting is to be held for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended December 31, 2022, together with the auditor’s report thereon, and the related management discussion and analysis;
2. to set the number of directors of the Company for the ensuing year at five (5);
3. to elect directors of the Company for the ensuing year;
4. to appoint Davidson & Company LLP, Chartered Professional Accountants, as the auditors of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
5. to ratify, re-approve and confirm the Company’s Option Plan, for continuation until the Company’s next annual general meeting, as such Option Plan is more particularly described in the accompanying management information circular (the “**Information Circular**”); and
6. to transact such other business, including amendments to the foregoing, as may properly come before the Meeting or any adjournment or adjournments thereof.

All Shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the Information Circular accompanying this Notice.

In order to be valid and acted upon at the Meeting, proxies must be received no later than 2:00 p.m. (Pacific Time) on Monday, June 5, 2023 or not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time for holding the Meeting or any postponement(s) or adjournment(s) thereof. Failure to so deposit a form of proxy will result in its invalidation. Notwithstanding the foregoing, the chair of the Meeting has the discretion to accept proxies received after such deadline.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be 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.

The audited financial statements for the fiscal year ended December 31, 2022 and the report of the auditor thereon will be made available at the Meeting and are available on www.sedar.com.

Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Common Shares will be voted at the Meeting are requested 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 Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their Common Shares will be voted at the Meeting. If you hold your Common Shares in a brokerage account, you are a non-registered Shareholder.

DATED at Vancouver, British Columbia, as of this 3rd day of May, 2023.

BY ORDER OF THE BOARD



President and Chief Executive Officer