

MAYFAIR GOLD CORP.

489 MacDougall Street
Matheson, Ontario P0K 1N0
Telephone No.: 1-800-342-6705

NOTICE OF ANNUAL GENERAL AND 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**” or “**Mayfair**”) will be held at 1200 Waterfront Centre, 200 Burrard St., Vancouver, BC, V7X 1T2, on Wednesday, June 5, 2024, at 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, 2023, 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;
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.

Management of the Company is soliciting proxies on the accompanying **WHITE** Proxy or **WHITE** voting instruction form. All Shareholders are strongly encouraged to vote by submitting their **WHITE** 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 3, 2024 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 proxy will result in its invalidation. Notwithstanding the foregoing, the chair of the Meeting has the discretion to accept proxies received after such deadline.

YOUR VOTE IS IMPORTANT – SUBMIT YOUR WHITE PROXY TODAY
FOR ASSISTANCE VOTING YOUR **WHITE** PROXY, PLEASE CONTACT ALLIANCE ADVISORS, LLC BY
TELEPHONE AT 844-858-7380 OR EMAIL AT MAYFAIR@ALLIANCEADVISORS.COM

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, 2023 and the report of the auditor thereon will be made available at the Meeting and are available on www.sedarplus.ca.

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 **WHITE** proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the **WHITE** proxy and in the Information Circular.

Beneficial Shareholders who plan to attend the Meeting must follow the instructions set out in the **WHITE** 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 Beneficial Shareholder.

Please note that MWC GOF SPV III LP, an investment fund controlled by Muddy Waters Capital LLC (“**Muddy Waters**”), has nominated four nominees for election as directors at the Meeting. You may receive solicitation materials from Muddy Waters seeking your proxy to vote for its nominees. The Company is not responsible for the accuracy of any information provided by, or relating to, Muddy Waters or its nominees contained in any proxy solicitation materials filed or disseminated by, or on behalf of, Muddy Waters or any other statements that Muddy Waters may otherwise make.

Management is soliciting proxies for the election of Patrick Evans, Harry Pokrandt, Christopher Reynolds and Douglas Cater to the Board and urges you NOT to sign or return any proxy card sent to you by Muddy Waters. If you have already voted using a proxy card sent to you by Muddy Waters, you can recast your vote using the Company’s **WHITE** proxy prior to the proxy voting deadline, or you can revoke it by an instrument in writing executed by you or by your attorney fully authorized in writing, or if you (as a shareholder) are a corporate, executed under your corporate seal or by an officer or attorney duly authorized in writing, and deposited with the Company, c/o Computershare at the address set out above, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, before any vote is cast under such proxy’s authority. Beneficial Shareholders should closely follow the instructions provided to them from their intermediary.

DATED at Vancouver, British Columbia, as of this 6th day of May, 2024.

BY ORDER OF THE BOARD

Patrick Evans
President and Chief Executive Officer

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