



## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of **ORCA GOLD INC.** (“**Orca**” or the “**Corporation**”) will be held at **Suite 2000, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8, on Tuesday, June 8, 2021 at 11:00 a.m. (PDT) for the following purposes:**

1. To receive the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2020 and accompanying report of the auditor, and the management’s discussion and analysis of the Corporation for the year ended December 31, 2020;
2. To appoint Pricewaterhouse Coopers LLP as the auditors of the Corporation for the ensuing year at a remuneration to be fixed by the directors of the Corporation;
3. To elect the six (6) nominees of the Corporation standing for election as directors of the Corporation to hold office until the next annual meeting of Shareholders or until his or her successor is duly elected or appointed;
4. To consider and, if thought fit, to pass an ordinary resolution providing the required annual approval of the Corporation’s Incentive Stock Option Plan, as more particularly described in the accompanying Management Information Circular; and
5. To transact such other business as may properly come before the meeting or any postponement or adjournment thereof.

The details of all matters proposed to be put before Shareholders at the Meeting are set forth in the Management Information Circular (the “**Proxy Circular**”) accompanying this Notice of Meeting. Shareholders will be asked to approve each of the foregoing items.

**Due to the public health restrictions related to the Covid-19 virus and taking into account the health and safety of our employees, shareholders, service providers and other stakeholders, the Meeting will only be open to registered Shareholders and duly appointed proxy holders. The Corporation asks that anyone planning to attend the Meeting in person advise the Corporation at [info@orcagold.com](mailto:info@orcagold.com) (Attention: Corporate Secretary). Further restrictions with regard to the Meeting may be implemented by the Corporation as required in accordance with applicable law. Shareholders are requested to vote by proxy, by mail, by telephone or on the Internet, in advance of the deadline set forth in the Proxy Circular, rather than attend the Meeting. See “Proxies and Voting Rights – How to Vote”. The Corporation is not aware of any items of business to be brought before the Meeting other than those described in the Proxy Circular and there will be no management presentation on the business and operations of the Corporation at the Meeting.**

The directors of the Corporation have fixed April 22, 2021 as the record date for the Meeting (the “**Record Date**”). Only Shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment thereof.

If you are a registered Shareholder and unable to attend the Meeting in person, please exercise your right to vote by completing and returning the accompanying form of proxy and deposit it with Computershare Trust Company of Canada Inc., Proxy Department, at 100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1 by 11:00 a.m. (PDT) on Friday, June 4, 2021 or at least 48 hours (excluding Saturdays, Sundays and holidays) before the time that the Meeting is to be reconvened after any adjournment of the Meeting. Late proxies may be accepted or rejected by the Chair of the Meeting in his or her discretion, and the Chair is under no obligation to accept or reject any particular late proxy.

If you are a non-registered Shareholder and received this Notice of Meeting and accompanying materials through an intermediary, such as an investment dealer, brokerage firm, bank, trust company, trustee, custodian,

administrator or other nominee, or a clearing agency in which the intermediary participates (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining and depositing the required form of proxy, you should contact Computershare Trust Company of Canada Inc. by telephone at by telephone at 1-888-453-0330 (toll free in North America) or by e-mail at [service@computershare.com](mailto:service@computershare.com).

Vancouver, British Columbia

DATED: May 4, 2021

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) **Richard P. Clark**  
**Chief Executive Officer and Director**