

OUTCROP GOLD CORP.
Suite 905-1111 West Hastings St.
Vancouver, BC V6E 2J3

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general and special meeting of shareholders (the “**Meeting**”) of Outcrop Gold Corp. (the “**Company**”) will be held at the offices located at Suite 905, 1111 West Hastings Street, Vancouver, British Columbia, Canada on June 25, 2020 at 2:00 p.m. (Vancouver time) for the following purposes:

1. To receive and consider the Audited Financial Statements for the fiscal year ended August 31, 2019, together with Auditor’s Report thereon
2. To fix the number of Directors for the ensuing year at four (4).
3. To elect Directors for the ensuing year.
4. To appoint Davidson & Company LLP as auditors for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the Auditors.
5. To ratify, confirm and approve the Company’s Stock Option Plan.
6. to receive and, if considered advisable, to pass, with or without amendment, a resolution of the disinterested shareholders approving the adoption by the Company of a restricted share unit and deferred share unit compensation plan and any grants to be made thereunder, as more specifically set out in the accompanying management information circular dated May 21, 2020.

Accompanying this Notice of Meeting is the Information Circular, a form of proxy (“**Proxy**”) or Voting Instruction Form (“**VIF**”), and a form whereby shareholders can request to be added to the Company’s supplemental mailing list. The Information Circular provides more detailed information relating to the matters to be addressed at the Meeting, and forms part of this Notice.

The board of directors have fixed the close of business on May 21, 2020 as the record date for determining the shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. A shareholder entitled to vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his/her stead. If you are unable to attend the Meeting in person, please date, execute, and return the enclosed form of Proxy or VIF in accordance with the instructions set out in the notes to the Proxy or VIF and any accompanying information from your intermediary.

DATED at Vancouver, British Columbia, this 21st day of May, 2020.

ON BEHALF OF THE BOARD OF DIRECTORS

“Joseph Hebert”
CHIEF EXECUTIVE OFFICER

These shareholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.