

VICTORIA GOLD CORP.
80 Richmond Street West, Suite 303
Toronto, Ontario
M5H 2A4

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and the special meeting (the “**Meeting**”) of the shareholders of Victoria Gold Corp. (the “**Company**”) will be held at the Best Western Gold Rush Inn, 411 Main Street, Whitehorse, Yukon Y1A 2B6, General Store meeting room, at 3:00 p.m. (Pacific Standard Time) on Wednesday, September 12, 2018, for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the financial year, which ended February 28, 2018 (with comparative statements relating to the preceding fiscal period), together with the report of the auditor thereon;
2. to appoint the auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration of the auditor;
3. to fix the number of directors to be elected at six (6);
4. to elect directors of the Company for the ensuing year;
5. to consider, and if deemed advisable, pass a special resolution approving an alternation to the Company's Articles;
6. to consider, and if deemed advisable, pass, with or without variation, a resolution approving the stock option plan of the Company; and
7. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Particulars of the foregoing matters are set forth in the management information circular of the Company dated August 2, 2018 (the “**Circular**”). The Company has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 (“**Notice-and-Access Provisions**”) for this Meeting. Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to shareholders of the Company by allowing the Company to post the Circular and any additional materials online. Shareholders will still receive this notice of Meeting (the “**Notice of Meeting**”) and a form of proxy and may choose to receive a hard copy of the Circular. The Company will not use procedures known as ‘stratification’ in relation to the use of Notice-and-Access Provisions.

Please review the Circular carefully and in full prior to voting in relation to the matters set out above as the Circular has been prepared to help you make an informed decision on such matters. This Circular and other relevant materials are available at: <http://www.envisionreports.com/VITQ2018> and under the Company's SEDAR profile at www.sedar.com. Any shareholder who wishes to receive a paper copy of the Circular should contact the Company at (416) 866-8800 ext. 223, toll-free: 1-866-928-9098 ext. 223. In order to ensure that a paper copy of the Circular can be delivered to a requesting shareholder in time for such shareholder to review the Circular and return a proxy or voting instruction form prior to the deadline to receive proxies, it is strongly suggested that a shareholder ensure their request is received no later than August 18, 2018. A shareholder may also use the toll-free number noted above to obtain additional information about the Notice-and-Access Provisions.

The directors of the Company have fixed the close of business on July 31, 2018 as the record date for the determination of shareholders of the Company entitled to receive notice of, and to vote at, the Meeting. Only shareholders whose names have been entered in the register of shareholders as of the close of business on the record date will be entitled to receive notice of, and to vote at, the Meeting.

Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the provided form of proxy. All instruments appointing proxies to be used at the Meeting or at any adjournment thereof must be deposited with Computershare Investor Services Inc., 8th floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, not later than 5:00 p.m. (Eastern Standard Time) on September 10th, 2018, two business days preceding the date of the Meeting or any adjournment thereof or with the chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof.

Only registered shareholders of the Company, or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting. For information with respect to shareholders who own their shares beneficially through an intermediary, see "*Non-Registered Shareholders*" in the Circular.

DATED at Toronto, Ontario this 2nd day of August, 2018.

BY ORDER OF THE BOARD

(Signed) "John McConnell"
President & Chief Executive Officer