

## Highland Gold Mining Limited (the “Company”)

(Incorporated and Registered in Jersey under the Companies (Jersey) Law 1991, as amended, with registered number 83208)

### Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Highland Gold Mining Limited (the Company) will be held on Thursday 30 July 2020 at 26 New Street, St Helier, Jersey JE2 3RA at 11.00 am to consider and if thought fit, pass the following resolutions (1 to 6 below to be proposed as ordinary resolutions and 7 and 8 to be proposed as special resolutions);

#### Ordinary Resolutions

1. THAT the Directors’ Report, the Audited Financial Statements and the Auditor’s report for the year ended 31 December 2019 (each as contained within the 2019 Annual Report circulated with this AGM Notice), be received.
2. THAT Colin Belshaw who retires by rotation as a Director of the Company be re-elected as a Director of the Company.
3. THAT John Mann who retires by rotation as a Director of the Company be re-elected as a Director of the Company.
4. THAT Deborah Gudgeon who retires as a Director of the Company be elected as a Director of the Company.
5. THAT Ernst & Young LLP be re-elected as Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting.
6. THAT the Directors be authorised to fix the Auditor’s remuneration.

#### Special Resolutions

7. THAT with effect from the conclusion of the meeting the draft Articles of Association produced to the meeting and, for the purposes of identification, initialled by the Chairman be approved and adopted as the Articles of Association of the Company, in substitution for and to the exclusion of all existing Articles of Association (Note 8).
8. THAT the Directors be and they are hereby generally and unconditionally authorised to allot, grant options or warrants over, offer or otherwise deal with up to 33% of the authorised but unissued share capital of the Company at the date of the passing of this resolution to such persons at such times and on such terms as they think proper without first making an offer to each person who holds ordinary shares in the Company, such authority to expire at the conclusion of the Annual General Meeting of the Company in 2023, save that the Directors may, notwithstanding such expiry, allot any ordinary shares or grant such rights under this authority in pursuance of any offer or agreement to do so made by the Company before the expiry of this authority.

*By Order of the Board*  
20 May 2020

## Notes

1. Any member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and, on a poll (or show of hands), to vote instead of him. A proxy need not also be a member of the Company. A form of proxy is enclosed with this notice to members.
2. A form of proxy is enclosed which, to be effective, must be completed and deposited at Link Asset Services, FREEPOST PXS, 34 Beckenham Road, Beckenham, BR3 9ZA not less than 24 hours before the time fixed for the meeting (or any adjournment of such meeting).
3. Completion and return of a form of proxy does not preclude a member from attending and voting in person.
4. If you wish to appoint a proxy utilising the CREST electronic proxy service, complete and submit a CREST Proxy Instruction in accordance with the procedures described in the CREST Manual, so that it is received by Link Asset Services not less than 24 hours before the time fixed for the meeting (or any adjournment of such meeting).
5. Only those shareholders registered in the register of members of the Company as at close of business on 28 July 2020 (or, in the case of an adjournment, as at 24 hours before the time of the adjourned meeting) shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Pursuant to Article 40(2) of the Companies (Uncertificated Securities Jersey) Order 1999, changes to entries on the register of members after such time shall be disregarded in determining the rights of any person to attend and vote.
6. In the case of joint holders the vote of the most senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding (other than in the event that such joint holders shall have already notified the Company in writing as to which of their number shall represent them).
7. Directors' Service contracts and register of Directors' interests in the Share Capital of the Company are available at the registered office of the Company for inspection during usual business hours on weekdays from the date of this notice until the date of the meeting and at the meeting until the conclusion of the meeting.
8. A copy of the proposed new Articles of Association is available on request from the Company's registered office at 26 New Street, St Helier, Jersey, JE2 3RA, and a copy is posted on the Company's website at [www.highlandgold.com](http://www.highlandgold.com). The proposed new Articles of Association will also be available for inspection at the Annual General Meeting at least 15 minutes prior to the start of the meeting and up until the close of the meeting.