
DYNACOR GOLD MINES INC.

Notice of Annual Meeting of Shareholders

NOTICE IS HEREBY GIVEN THAT the annual meeting of the shareholders (the “Shareholders”) of Dynacor Gold Mines Inc. (the “Corporation”) will be held at 1, Place Ville Marie, 40th Floor, Montréal, Québec H3B 4M4 and via live webcast at <https://lavery.zoom.us/j/62888814122>, on Thursday, June 17, 2021 at 10:00 a.m. (the “Meeting”), for the following purposes:

1. to receive the financial statements of the Corporation for the financial year ended December 31, 2020 and the auditors' report thereon (collectively, the “**Financial Statements**”);
2. to elect the directors for the ensuing year;
3. to appoint the auditors and to authorize the directors to fix their remuneration;
4. to consider, and if deemed advisable, to pass an ordinary resolution approving an amendment to the stock option plan for employees, directors, officers and consultants of the Corporation in order to reduce the maximum number of options reserved for issuance thereunder from 3,500,000 to 2,750,000 and replenish 983,250 previously granted and exercised options;
5. to consider, and if deemed advisable, to pass an ordinary resolution approving an amendment to the Corporation’s deferred share unit plan in order to increase the maximum number of common shares issuable under such plan from 500,000, to 1,000,000; and
6. to transact such other business as may properly be brought before the Meeting and at any adjournment thereof.

The management proxy circular (the “**Proxy Circular**”) and the form of proxy (the “**Form of Proxy**”) prepared in respect of the Meeting accompany this notice. The enclosed Proxy Circular contains supplementary information on matters to be discussed at the Meeting, as detailed below under the heading “Matters to be Acted Upon at the Meeting” and is hereby deemed to be an integral part of this notice.

Due to restrictions relating to the global COVID-19 pandemic and to mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders, the Corporation strongly encourages the shareholders to vote by proxy in advance of the Meeting and to not attend the Meeting in person. The shareholders may attend the Meeting via live webcast, where all shareholders regardless of geographic location and equity ownership will have an equal opportunity to participate and engage with the Corporation, as well as other shareholders.

To attend the Meeting virtually, please register using the link <https://lavery.zoom.us/j/62888814122> at least 30 minutes before the scheduled start of the Meeting. After registering, you will receive a confirmation email with access instructions. You can also contact the Corporation at investors@dynacor.com for more information. To ensure a smooth process, the Corporation is asking registered participants to log into the Meeting by 9:30 a.m. (EDT) on June 17, 2021. Registered shareholders and duly appointed proxyholders will be asked to identify themselves before the beginning of the Meeting.

Montréal, Québec, May 7, 2021.

BY ORDER OF THE BOARD OF DIRECTORS




(s) Jean Martineau

Jean Martineau, President and Chief Executive Officer

IMPORTANT

Shareholders eligible to vote but unable to attend personally are requested to complete, sign and forthwith return to the Corporation the enclosed Form of Proxy or voting instruction form in the envelope provided for that purpose. Please note that said instrument of proxy will not be valid unless it is deposited with AST Trust Company or Broadridge, as applicable, in accordance with the instructions provided therewith, prior to 10:00 a.m. on June 15, 2021 or no less than 48 hours (excluding Saturdays, Sundays and holidays) prior to any adjournment of the Meeting, unless it is delivered to the Chairman of the Meeting at the Meeting, or any adjournment thereof. The time limit for deposit of proxies may be waived or extended by the Chair of the Meeting at his discretion, without notice.

SHAREHOLDERS MAY VOTE PRIOR TO THE MEETING USING THE FOLLOWING METHODS

Voting Method	Registered Shareholders If your securities are held in your name and represented by a physical certificate or DRS statement.	Non-Registered Shareholders If your shares are held with a broker, bank or other intermediary
Internet 	Go to www.astvotemyproxy.com . Enter the 13-digit control number printed on the form of proxy and follow the instructions on screen. Or Complete, date and sign the proxy, then scan and email your completed proxy to proxyvote@astfinancial.com	Go to www.proxyvote.com . Enter the 16-digit control number printed on the VIF and follow the instructions on screen.
Telephone or Fax 	Call AST Trust Company at 1-888-489-7352 and follow the instructions. You will need the 13-digit control number printed on the form of proxy to vote or Complete, date and sign the proxy and fax it to 1-866-781-3111 (within North America); or 1-416-368-2502 (outside North America)	Complete, date, and sign the VIF and fax it to the number listed on the VIF.
Mail 	Enter voting instructions, sign and date the form of proxy and return your completed form of proxy in the enclosed postage paid envelope to: AST Trust Company, P.O. Box 721 Agincourt, Ontario M1S 0A1	Enter your voting instructions, sign and date the VIF, and return the completed VIF in the enclosed postage paid envelope.

If you have any questions or need assistance with the completion and delivery of your Form of Proxy or voting instruction form, please contact the Corporation's shareholder communication advisor and proxy solicitation agent, Laurel Hill Advisory Group, by telephone at 1-877-452-7184 (toll-free in North America) or 1-416-304-0211 (collect call outside North America) or by email at assistance@laurelhill.com.

The Corporation urges shareholders to review the Meeting Materials before voting.