

RILEY GOLD CORP.

NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 16, 2020

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) of Riley Gold Corp. (the “**Company**”) will be held in the Boardroom at 2390 – 1055 West Hastings St., Vancouver, B.C. V6E 2E9 on Wednesday, December 16, 2020 at 10:00 AM (Pacific Time) for the following purposes:

1. to receive the audited consolidated financial statements of the Company and the Auditor’s Report thereon for the financial years ended December 31, 2019 and December 2018;
2. to set the number of Directors at five (5)
3. to elect directors for the ensuing year;
4. to appoint the auditor for the ensuing year and to authorize the directors to fix their remuneration;
5. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution to approve the Company’s rolling 10% Stock Option Plan, more particularly described in the accompanying Management Information Circular (the “**Information Circular**”); and
6. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular accompanying this Notice, which Information Circular forms part of this Notice.

Due to the current health pandemic and social distancing rules and measures applicable within the Province of British Columbia, the Company is discouraging shareholders from physically attending the meeting for the sole purpose of engaging with management and the Board and has set up an alternative measure for them do so. More specifically, the Company is also allowing shareholders to participate for informational purposes only to the meeting BY A WEBCAST DUE TO THE COVID-19 PANDEMIC AND GOVERNMENT ORDERS TO MAINTAIN SOCIAL DISTANCING. NO VOTES WILL BE ACCEPTED AT THE WEBCAST MEETING and presence through the webcast medium will not, by itself without a proxy having been returned as described herein, be counted for the purposes of quorum or voting. IT IS therefore HIGHLY RECOMMENDED THAT SHAREHOLDERS WHO WISH TO ENSURE THAT THEIR COMMON SHARES WILL BE VOTED, MUST COMPLETE, DATE AND EXECUTE THE ENCLOSED FORM OF PROXY, OR ANOTHER SUITABLE FORM OF PROXY, AND DELIVER IT BY HAND, BY MAIL OR BY FAX IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT IN THE FORM OF PROXY AND IN THE CIRCULAR. FOR GREATER CLARITY, PROXIES NEED TO BE RECEIVED BY THE COMPANY BEFORE THE PROXY-CUT OFF DATE OF 10:00 A.M., PST, ON MONDAY, DECEMBER 14, 2020.

In order to dial into the Webcast associated to the Meeting, shareholders may phone the number that applies to your location below and enter the Meeting ID and Password noted below.

Phone Number	Webcast Meeting ID	Password
+1 438 809 7799 (Quebec)	846 4144 5551	568757
+1 778 907 2071 (BC)	846 4144 5551	568757
+1 647 374 4685 (Ontario)	846 4144 5551	568757
+1 587 328 1099 (Alberta)	846 4144 5551	568757
+1 204 272 7920 (Manitoba)	846 4144 5551	568757

International numbers available: <https://zoom.us/j/84641445551>

In order to access the Meeting through Zoom, shareholders will need to download the application onto their computer or smartphone and then once the application is loaded, enter the Meeting ID and Password below or open the following link <https://us02web.zoom.us/j/84641445551?pwd=SlNtcVdLSzdiemdFRnlvKzRWL1F1QT09> Shareholders will have the option through the application to join the video and audio or simply view and listen. Meeting ID: 846 4144 5551 Password 568757.

Registered Shareholders

Every registered holder of Common Shares of the Company at the close of business on November 10, 2020 (the “**Record Date**”) is entitled to receive notice of, and to vote such Common Shares at the Meeting, either in person or by proxy, in accordance with the procedures described in the Information Circular. Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Common Shares will be voted at the Meeting are requested to complete, sign and deliver the enclosed form of proxy to Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Canada. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address by 10:00 A.M. (Pacific Time) on December 14, 2020. Further instructions with respect to the voting by proxy are provided in the form of proxy and in the Information Circular accompanying this Notice.

Non-Registered Shareholders

Shareholders may beneficially own Common Shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary (“**Non-Registered Shareholders**”). Without specific instructions, intermediaries are prohibited from voting shares for their clients. **If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by your broker, intermediary or its agent is returned according to their instructions, sufficiently in advance of the deadline specified by the broker, intermediary or its agent, to ensure that they are able to provide voting instructions on your behalf.**

DATED at Vancouver, BC, this 10th day of November, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

“*Todd L. Hilditch*”
Chief Executive Officer