

**PACIFIC BAY MINERALS LTD.**

**120 - 601 West Cordova Street**

**Vancouver, British Columbia V6B 1G1**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the "**Meeting**") of the holders of common shares (the "**Shareholders**") of Pacific Bay Minerals Ltd. (the "**Company**") will be held at 120 – 601 West Cordova Street, Vancouver, British Columbia, on Friday, November 27, 2020 at 11:00 am, for the following purposes:

1. to receive the financial statements of the Company for the financial year ended December 31, 2019 and the report of the auditor thereon;
2. to set the number of directors at five;
3. to elect directors of the Company for the ensuing year;
4. to re-appoint the auditor of the Company for the ensuing year and authorize the directors to fix the remuneration paid to the auditor;
5. to consider, and if thought advisable, pass a resolution to approve the Company's stock option plan, as more fully described in the information circular that accompanies this notice under the heading "*Particulars of Matters to be Acted Upon – Approval of Stock Option Plan*"; and
6. to transact such other business as may properly be put before the Meeting.

**VOTING**

**In light of ongoing public health concerns related to the COVID-19 pandemic and in order to comply with government recommendations, the Company is encouraging shareholders to not attend the Meeting in person. Rather, the Company requests that shareholders submit their vote by proxy in advance of the Meeting, in accordance with instructions described in this Circular.**

**Persons who have within 14 days of the Meeting: (i) COVID-19 symptoms; (ii) been in close contact with another person with COVID-19 symptoms; or (iii) travelled outside of Canada, cannot attend the Meeting and should therefore vote their shares only by proxy. For those shareholders who attend the Meeting, physical distancing measures shall be applied, as directed by the Provincial Health Officer. The Company reserves the right to change the location, date and time of the Meeting based upon developments with the COVID-19 pandemic.**

Notwithstanding the foregoing all registered Shareholders are entitled to attend and vote at the Meeting in person or by proxy. The board of directors requests that all registered Shareholders who will not be attending the Meeting in person to read, date and sign the accompanying proxy and deliver it to Computershare Investor Services Inc., 9th Floor - 100 University Avenue, Toronto, Ontario M5J 2Y1 by 11:00 a.m. (Vancouver, British Columbia time) on Wednesday, November 27, 2020 (or 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the Meeting at which the proxy is to be used), otherwise the registered Shareholder will not be entitled to vote at the Meeting by proxy.

Non-registered Shareholders who receive this notice and information circular from their broker or other intermediary should complete and return the proxy or voting instruction form in accordance with the instructions provided with it. Failure to do so may result in the common shares without par value of the non-registered Shareholders not being eligible to be voted at the annual general meeting.

An information circular and a form of proxy or voting instruction form accompany this notice.

Dated at Vancouver, British Columbia, the 23rd day of October 2020

**ON BEHALF OF THE BOARD**

*"David H. Brett"*

David H. Brett, President & CEO