

**INCA ONE GOLD CORP.**  
850 – 1140 West Pender Street,  
Vancouver, British Columbia, Canada, V6E 4G1

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders of Inca One Gold Corp. (the “**Company**”) will be held at the Company's office, **850 – 1140 West Pender Street, Vancouver, British Columbia on Thursday, December 17, 2020 at 10:00 a.m.** At the Meeting, the shareholders will receive the financial statements for the year ended April 30, 2020, together with the auditor’s report thereon, and consider resolutions to:

1. fix the number of directors of the Company for the ensuing year at four;
2. elect directors for the ensuing year;
3. appoint Grant Thornton LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor;
4. confirm the Company’s Stock Option Plan, as required annually by the policies of the TSX Venture Exchange; and
5. transact such other business as may properly be put before the Meeting.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy. The Board of Directors (the “**Board**”) requests that all shareholders who will not be attending the Meeting in person read, date and sign the accompanying proxy and deliver it to Computershare Investor Services Inc. (“**Computershare**”). If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, by 10:00 a.m. (Vancouver, British Columbia time) on Tuesday, December 15, 2020 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by proxy. Only shareholders of record at the close of business on November 12, 2020 will be entitled to vote at the Meeting.

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

**All shareholders are entitled to attend and vote at the Meeting in person or by proxy; however, the board of directors (the "Board") is requesting that due to the current COVID-19 pandemic that all shareholders vote their shares by proxy and not attend in person. Shareholders should read, complete, sign and date the enclosed form of proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location set out in the form of proxy accompanying this notice.**

DATED at Vancouver, British Columbia, the 17<sup>th</sup> day of November 2020.

**ON BEHALF OF THE BOARD**

*“Edward Kelly”*

**Edward Kelly**  
Chief Executive Officer & President