



**NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS**  
**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 17, 2018**

You are receiving this notification as Candente Gold Corp. (“Candente Gold” or the “Company”) has decided to use the notice and access model (“Notice and Access”) provided for under recent amendments to National Instrument 54-101 for the delivery of meeting materials to its shareholders for its annual general meeting of shareholders to be held on December 17, 2018 (the “Meeting”). Under Notice and Access, instead of receiving printed copies of the Company’s management information circular (“Information Circular”), financial statements for the year ended March 31, 2018 and management’s discussion and analysis (collectively, the “Meeting Materials”), shareholders are receiving this notice with information on how they may access such Meeting Materials electronically. However, together with this notice, shareholders continue to receive a proxy (in the case of registered shareholders) or voting instructions form (in the case of non-registered shareholders), enabling them to vote at the Meeting. The Company has adopted this alternative means of delivery in order to further its commitment to environmental sustainability and to reduce its printing and mailing costs. This notice serves as notice of meeting under section 169 of the *Business Corporations Act* (British Columbia).

**Meeting Date, Location and Purposes**

The meeting will be held on Monday, December 17, 2018 (“Meeting Date”) at 10:00 a.m. (Pacific Time) at the offices of Gowling WLG (Canada) LLP, Suite 2300 – 550 Burrard Street, Vancouver, British Columbia for the following purposes:

1. to receive the report of the directors;
2. to receive the audited consolidated financial statements of the Company for the fiscal year ended March 31, 2018 and the auditor’s report thereon. For detailed information regarding the matter, please refer to the subsection in the Information Circular under the heading “ADDITIONAL INFORMATION”;
3. to fix the number of directors at 5 (five). For detailed information regarding the matter, please refer to the subsection in the Information Circular under the heading “ELECTION OF DIRECTORS”;
4. to elect the directors of the Company for the ensuing year. For detailed information regarding the matter, please refer to the subsection in the Information Circular under the heading “ELECTION OF DIRECTORS”;
5. to appoint Dale Matheson Carr-Hilton Labonte LLP (“DMCL”), Chartered Professional Accountants, as the Company’s auditors for the ensuing year and authorize the directors to fix their remuneration. For detailed information regarding the matter, please refer to the subsection in the Information Circular under the heading “APPOINTMENT OF AUDITOR”;
6. to approve the Company’s Stock Option Plan. For detailed information regarding this matter, please refer to the subsection in the Information Circular under the heading “PARTICULARS OF MATTERS TO BE ACTED UPON – Approval of Stock Option Plan”.
7. to consider and, if deemed advisable, to pass an ordinary resolution of the disinterested shareholders approving the Deferred Share Unit Plan of the Company, and to authorize, among other things, the issuance of up to 5,000,000 common shares of the Company from treasury to satisfy the obligations of the Company thereunder. For detailed information regarding this matter, please refer to the subsection in the Information Circular under the heading “PARTICULARS OF MATTERS TO BE ACTED UPON – Approval of Deferred Share Unit Plan”;
8. to consider and, if deemed advisable, to pass an ordinary resolution of the disinterested shareholders approving the Restricted Share Unit Plan of the Company, and to authorize, among other things, the issuance of up to 5,000,000 common shares of the Company from treasury to satisfy the obligations of the Company thereunder. For detailed information regarding this matter, please refer to the subsection in the Information Circular under the heading “PARTICULARS OF MATTERS TO BE ACTED UPON – Approval of Restricted Share Unit Plan”; and
9. to transact such other business as may properly come before the Meeting or any adjournment thereof. Please refer to the sub-section in the Information Circular under the heading “SOLICITATION OF PROXIES - EXERCISE OF DISCRETION”.

Candente Gold urges shareholders to review the Information Circular before voting.



### **Accessing Meeting Materials Online**

The Meeting Materials (and the financial statement request card) can be viewed online under the Company's website: [http://www.candentegold.com/s/shareholder\\_meeting\\_documents.asp](http://www.candentegold.com/s/shareholder_meeting_documents.asp) or under the Company's profile at [www.sedar.com](http://www.sedar.com).

### **Requesting Printed Meeting Materials**

Any registered shareholder who wishes to receive a paper copy of the Information Circular prior to the date of the Meeting should contact the Company at (604) 689-1957 or at the following toll-free number 1-877-689-1964 on or before November 30, 2018. The Company will send the Information Circular to such shareholders within three business days of their request. Any OBO (as defined in the Information Circular) or U.S. beneficial holder who wishes to receive a paper copy of the Information Circular prior to the date of the Meeting should contact Broadridge Investor Communications Solutions, Canada ("Broadridge") at 1-877-907-7643 on or before November 30, 2018. To obtain additional information about the Notice & Access Provisions, a shareholder may contact the Company at the following toll-free number: 1-877-689-1964. To obtain a paper copy of the Information Circular after the date of the Meeting, please contact Joanne Freeze, the President, CEO and Corporate Secretary of the Company, at (604) 689-1957.

### **Stratification**

The Company has determined that those registered and beneficial shareholders with existing instructions on their account to receive printed materials and those registered and beneficial shareholders with addresses outside of Canada and the United States will receive a printed copy of the Meeting Materials with this notice.

### **Voting Process**

Registered Shareholders at the close of business on October 24, 2018 may vote in person at the Meeting or by proxy as follows:

*By telephone:* Call the toll-free number indicated on the proxy form and follow the instructions. If you choose to vote by telephone, you cannot appoint any person other than the directors/officers named on the form of proxy as your proxy holder.

*On the internet:* Go to the website indicated on the proxy form and follow the instructions on the screen. If you return your proxy via the internet, you can appoint another person, who need not be a shareholder, to represent you at the Meeting by inserting such person's name in the blank space provided on the form of proxy. Complete your voting instructions and date and submit the form. Make sure that the person you appoint is aware that he or she has been appointed, and attends the Meeting.

*By mail:* Complete the form of proxy and return it in the envelope provided. If you return your proxy by mail, you can appoint another person, who need not be a shareholder, to represent you at the Meeting by inserting such person's name in the blank space provided in the form of proxy. Complete your voting instructions and date and sign the form. Make sure that the person you appoint is aware that her or she has been appointed, and attends the Meeting.

The deadline for receiving duly completed and executed forms of proxy or submitting your proxy by telephone or over the internet is by 10:00 a.m. (Pacific Time) on December 13, 2018 or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment(s) thereof.

Non-Registered Shareholders may vote or appoint a proxy using their voting instruction form at least one business day in advance of the proxy deposit deadline noted on the form. You should carefully follow the instructions of your intermediary, including those regarding when and where the proxy of voting instruction form is to be delivered.

### **For Any Questions**

Shareholders with questions about Notice and Access can contact the Company at 1-877-689-1964.  
Dated at Vancouver, British Columbia on October 24, 2018.

### **BY ORDER OF THE BOARD OF DIRECTORS**

"Joanne C. Freeze" (signed), CEO and Director