

INTERCONTINENTAL GOLD AND METALS LTD.

Suite 400, 365 Bay Street
Toronto, Ontario M5H 2V1

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the shareholders of **Intercontinental Gold and Metals Ltd.** (the "**Corporation**") will be held on **Tuesday, November 13, 2018**, at the hour of 2:00 p.m. (Eastern time), at the office of Irwin Lowy LLP at Suite 400, 365 Bay Street, Toronto, Ontario M5H 2V1, for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the year ended March 31, 2018 and the report of the auditor thereon;
2. to consider and, if deemed advisable, pass, with or without variation, a special resolution to determine the number of directors of the Corporation and the number of directors to be elected at the Meeting to be four and to empower the directors of the Corporation, by resolution of the directors, to determine the number of directors within the minimum and maximum number set out in the articles of continuance of the Corporation;
3. to elect the directors of the Corporation;
4. to appoint the auditors of the Corporation and to authorize the directors to fix their remuneration;
5. to consider and, if deemed advisable, pass, with or without variation, a resolution of the shareholders of the Corporation to approve an amendment to the stock option plan of the Corporation;
6. to consider and, if deemed advisable, pass, with or without variation, a resolution of the shareholders of the Corporation to approve the issue of stock options of the Corporation;
7. to consider and, if deemed advisable, pass, with or without variation, a resolution of the disinterested shareholders of the Corporation to approve the trading of the common shares of the Corporation and the exercise of the warrants of the Corporation, in each case comprising the units the Corporation issued to certain shareholders of the Corporation pursuant to a financing closed on April 12, 2018; and
8. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The full text of the special resolution referred to in item 2 above is attached to this notice of the Meeting as exhibit A.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the Corporation's transfer agent and registrar, Computershare Investor Services Inc., Attention: Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 not later than 2:00 p.m. (Eastern time) on Friday, November 9, 2018 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Corporation has by resolution fixed the close of business on Tuesday, September 25, 2018 as the record date, being the date for the determination of the registered holders of common shares of the Corporation entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice Meeting. Additional information about the Corporation and its consolidated financial statements are also available on the Corporation's profile at www.sedar.com.

DATED at Toronto, Ontario on this 16th day of October, 2018.

BY ORDER OF THE BOARD

"Gorden Glenn" (signed)

President, Chief Executive Officer and Director

EXHIBIT A
SPECIAL RESOLUTION OF THE SHAREHOLDERS
OF
INTERCONTINENTAL GOLD AND METALS LTD.
NUMBER OF DIRECTORS

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the number of directors of the Corporation and the number of directors to be elected at the annual and special meeting of the shareholders of the Corporation to be held on November 13, 2018, within the minimum and maximum number of directors of the Corporation provided for in the articles of continuance of the Corporation, is hereby determined to be four;
2. the directors of the Corporation be and they are hereby empowered, by resolution of the directors, to determine, from time to time, the number of directors of the Corporation and the number of directors to be elected at meetings of the shareholders of the Corporation subsequent to November 13, 2018, within the minimum and maximum number of directors of the Corporation provided for in the articles of continuance of the Corporation; and
3. any director or officer of the Corporation be and he or she is hereby authorized and directed, for and on behalf of the Corporation, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."