

PREMIER GOLD MINES LIMITED

1100 Russell Street
Thunder Bay, Ontario
P7B 5N2

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "**Meeting**") of the shareholders of Premier Gold Mines Limited (the "**Corporation**") will be held at the Toronto Region Board of Trade, One First Canadian Place, Toronto, Ontario, at 4:00 p.m. (Toronto time) on Tuesday, June 25, 2019 for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended December 31, 2018 together with the report of the auditor thereon;
2. to elect directors of the Corporation for the ensuing year;
3. to appoint the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration of the auditor;
4. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to approve the unallocated options under the Corporation's share option plan, as more fully described in the accompanying management information circular;
5. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to approve an amendment to the Corporation's restricted share unit plan to increase the number of common shares issuable thereunder to 4,500,000, as more fully described in the accompanying management information circular;
6. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to approve an amendment to the Corporation's deferred share unit plan to increase the number of common shares issuable thereunder to 1,500,000, as more fully described in the accompanying management information circular; and
7. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Particulars of the foregoing matters are set forth in the accompanying management information circular (the "**Circular**"). Please review the Circular carefully and in full prior to voting in relation to the matters set out above as the Circular has been prepared to help you make an informed decision on such matters.

The board of directors of the Corporation has fixed the close of business on May 21, 2019 as the record date (the "**Record Date**") for the determination of shareholders entitled to receive notice of, and to vote at, the Meeting. Only shareholders whose names have been entered in the register of shareholders as of the close of business on the Record Date will be entitled to receive notice of, and to vote at, the Meeting.

Shareholders are entitled to vote at the Meeting either in person or by proxy, as described in the Circular under the heading "General Proxy Information". Only registered shareholders of the Corporation, or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting. For information with respect to shareholders who own their Common Shares through an intermediary, see "General Proxy Information – Non-Registered Shareholders" in the Circular.

Whether or not you are able to attend the Meeting in person, you are encouraged to provide voting instructions on the enclosed form of proxy as soon as possible. To be included at the Meeting, your completed and executed form of proxy must be received by TSX Trust Company, Suite 301, 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, no later than 4:00 p.m. (Toronto time) on Friday, June 21, 2019 (or 48 hours (excluding Saturdays, Sundays and holidays) prior to any reconvened Meeting in the event of an adjournment of the Meeting) or deposited with the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof. Voting instructions may also be provided by internet or facsimile by following the instructions on the form of proxy.

DATED at Thunder Bay, Ontario this 23rd day of May, 2019.

BY ORDER OF THE BOARD

(Signed) *Ewan S. Downie*
President and Chief Executive Officer