



NOTICE OF SPECIAL MEETING OF QMX SHAREHOLDERS

NOTICE IS HEREBY GIVEN that in accordance with the interim order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") rendered February 18, 2021, as may be further varied and amended (the "**Interim Order**"), a special meeting (the "**QMX Meeting**") of shareholders (the "**QMX Shareholders**") of QMX Gold Corporation ("**QMX**") will be held in a virtual-only format, which will be conducted via live audio webcast available online using <https://virtual-meetings.tsxtrust.com/1080> on **Tuesday, March 23, 2021** at 11:00 a.m. (Toronto time), for the following purposes:

- (a) to consider, pursuant to the Interim Order and, if deemed advisable, to pass, with or without variation, a special resolution (the "**Arrangement Resolution**"), the full text of which is set out in Schedule "A" to the accompanying management information circular dated February 9, 2021 (the "**Circular**"), to authorize and approve a plan of arrangement (the "**Plan of Arrangement**") under Section 182 of the *Business Corporations Act* (Ontario) (the "**OBCA**") involving QMX and Eldorado Gold Corporation ("**Eldorado**"), by which, subject to the terms and conditions of the arrangement agreement dated January 20, 2021 between QMX and Eldorado (the "**Arrangement Agreement**"), Eldorado will acquire all of the outstanding common shares in the capital of QMX (the "**QMX Shares**") that it does not already own, as more particularly described in the accompanying Circular (the "**Arrangement**"); and
- (b) to transact such other business as may properly be brought before the QMX Meeting or any adjournment thereof.

Specific details of the matters proposed to be put before the QMX Meeting are set forth in the Circular. The full text of the Arrangement Resolution is attached to the Circular as Schedule "A".

In order to proactively deal with the unprecedented public health impacts of COVID-19 and to mitigate risks to the health and safety of our communities, QMX Shareholders and other stakeholders, and to ensure compliance with local laws or order restricting the size of public gatherings in response to COVID-19, QMX will hold the QMX Meeting as a virtual-only shareholders meeting with participation electronically.

QMX Shareholders will not be able to attend the QMX Meeting in person. At the virtual QMX Meeting, registered QMX Shareholders and duly appointed proxyholders will have an opportunity to participate, to ask questions, and to vote, all in real time, at the QMX Meeting through an online portal. Non-registered QMX Shareholders must carefully follow the procedures set out in the Circular in order to vote virtually and ask questions through the live audiocast. Guests, including non-registered QMX Shareholders who have not been duly appointed as proxyholders, can log into the virtual QMX Meeting as a guest. Guests may listen to the QMX Meeting but will not be entitled to vote or ask questions during the QMX Meeting.

The record date for determining the QMX Shareholders entitled to receive notice of and vote at the QMX Meeting is the close of business on February 8, 2021 (the "**Record Date**"). Only QMX Shareholders of record as at the Record Date are entitled to receive notice of the QMX Meeting and to attend and vote at the QMX Meeting or any adjournment thereof.

Also included with this notice of meeting and Circular, are a form of proxy (the "**Form of Proxy**") and a letter of transmittal (the "**Letter of Transmittal**") (printed on green paper).

QMX Shareholders of record as at the Record Date wishing to be represented by proxy at the QMX Meeting or any adjournment thereof must deposit his, her or its completed, dated and signed Form of Proxy with QMX's transfer

agent, TSX Trust Company, by mail to 301 – 100 Adelaide Street West, Toronto, ON, M5H 4H1, Canada, by facsimile transmission to (416) 595-9593, or over the internet at www.voteproxyonline.com prior to 11:00 a.m. (Toronto time) on Friday, March 19, 2021 or, if the QMX Meeting is adjourned or postponed, not less than 48 hours (other than a Saturday, Sunday or holiday) prior to the start of the adjourned or postponed meeting. Notwithstanding the foregoing, the Chair of the QMX Meeting has the discretion to accept proxies received after such deadline.

If you are a non-registered holder of QMX Shares and have received these materials through your broker, custodian, nominee or other intermediary, please complete and return the Form of Proxy or voting instruction form provided to you by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein.

Pursuant to and in accordance with the Interim Order and the provisions of Section 185 of the OBCA (as modified or supplemented by the Interim Order, the Plan of Arrangement and any other order of the Court), each registered QMX Shareholder has been granted the right to dissent in respect of the Arrangement Resolution and the dissent rights and procedures for exercising such rights are described in the accompanying Circular.

Registered holders of QMX Shares who validly dissent from the Arrangement will be entitled to be paid the fair value of their QMX Shares, subject to strict compliance with Section 185 of the OBCA, as modified by the provisions of the Interim Order and the Plan of Arrangement. Failure to comply strictly with the requirements set forth in Section 185 of the OBCA, as modified by the provisions of the Interim Order, the Final Order (as defined in the Circular) and the Plan of Arrangement may result in the loss or unavailability of any right of dissent.

If you have any questions about the information contained in the Circular or require assistance in completing your Form of Proxy or voting instruction form, please contact Kenny Choi, Corporate Secretary of QMX by email at Kenny.Choi@qmxgold.com, or Laurel Hill Advisory Group, the proxy solicitation agent: by telephone at 1-877-452-7184 (North American Toll Free) or 416-304-0211 (Collect Outside North America); or by email at: assistance@laurelhill.com.

The Circular provides additional information relating to the matters to be dealt with at the QMX Meeting and is deemed to form part of this notice of meeting. Any adjourned or postponed meeting resulting from an adjournment or postponement of the QMX Meeting will be held at a time and place to be specified either by QMX before the QMX Meeting or by the Chair at the QMX Meeting.

DATED at Toronto, Ontario this 9th day of February, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Brad Humphrey

Brad Humphrey
President and Chief Executive Officer
QMX Gold Corporation