

## GUERRERO VENTURES INC.

### AMENDED NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an Annual and Special Meeting of Shareholders (the “**Meeting**”) of GUERRERO VENTURES INC. (the “**Corporation**”) will be held as a virtual only meeting on Tuesday April 14, 2020 at 10:00 a.m. (eastern time):

The purposes of the Meeting are to:

1. receive and consider the financial statements of the Corporation for the fiscal year ended December 31, 2019 and the auditor’s report thereon;
2. elect directors of the Corporation;
3. appoint Morgan & Company LLP, Chartered Professional Accountants, as auditor of the Corporation and authorize the directors to fix its remuneration;
4. consider, and if deemed advisable to adopt, with or without amendment, a special resolution in the form annexed as Schedule C to the accompanying management information circular dated March 19, 2020 (the “**Circular**”), approving an amendment to the Articles of the Corporation so as to change its corporate name to “Nomad Royalty Company Ltd. / Redevances Nomad Ltée”, as more particularly described in the Circular;
5. consider, and, if deemed advisable to adopt, with or without amendment, a special resolution in the form annexed as Schedule D to the Circular to amend the Articles of the Corporation in order to allow the board of directors of the Corporation (the “**Board of Directors**”) to appoint one or more additional directors to hold office for a term expiring not later than the close of the next annual meeting of shareholders, subject to the condition that the total number of directors so appointed not exceed one-third of the number of directors elected at the previous annual meeting of shareholders, as more particularly described in the Circular;
6. consider, and if deemed advisable to adopt, a resolution in the form annexed as Schedule E to the Circular, ratifying, confirming and approving By-Law No. 2020-1 of the Corporation, repealing and replacing all previous by-laws of the Corporation, as more particularly described in the Circular;
7. consider, and if deemed advisable to adopt, with or without amendment, a resolution in the form annexed as Schedule F to the Circular, approving the Nomad Security-Based Compensation Plans, as more particularly described in the Circular;
8. consider, and if deemed advisable to adopt, with or without amendment, a special resolution in the form annexed as Schedule G to the Circular, authorizing an amendment to the Articles of the Corporation so as to, if deemed advisable by the Board of Directors, consolidate, no later than 12 months from the date of the Meeting, the issued and outstanding common shares of the Corporation on the basis of one common share for up to a maximum of six common shares issued and outstanding, as more particularly described in the Circular; and
9. transact such other business as may properly be brought before the Meeting.

**In light of the ongoing public health concerns related to the COVID-19 pandemic and in order to comply with measures instituted by the Québec government, the Meeting will be conducted as a virtual only meeting live audio webcast online at <https://web.lumiagm.com/231439301> password “gue2020” (case sensitive).**

**Shareholders are asked to vote their shares prior to the Meeting by returning their proxy form or voting instruction form, voting online or using the toll-free telephone number set out on the proxy or voting instruction form by 5 p.m. on April 9.**

**Given the extraordinary circumstances, Management intends to proceed only with the formal items of business of the Meeting without any opening remarks or management presentations.**

Only persons registered as shareholders on the records of the Corporation as of the close of business on March 13, 2020 (the “**Record Date**”) are entitled to receive notice of, and to vote or act at, the Meeting. No person who becomes a shareholder of the Corporation after the Record Date will be entitled to vote or act at the Meeting or any adjournment thereof.

Registered shareholders, non-registered shareholders who are non-objecting beneficial owners (“**NOBOs**”) and duly appointed proxyholders will be able to attend the Meeting virtually, ask questions and vote, all in real time. Objecting beneficial owners (“**OBOs**”) who are non-registered shareholders (being shareholders who hold their common shares of the Corporation through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have advised their intermediary that they object to their intermediary disclosing ownership information to the Corporation, consisting of their name, address, e-mail address, securities holdings and preferred language of communication to the Corporation, and who have not duly appointed themselves as proxyholder will be able to attend the Meeting virtually as guests, but guests will not be able to vote at the Meeting.

It is desirable that as many common shares as possible be represented at the Meeting. If you are unable to attend the Meeting virtually, please date, complete and sign the enclosed form of proxy and deliver it to Computershare Investor Services Inc. (i) by mail or hand delivery to Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, or (ii) by facsimile to 416-263-9524 or 1-866-249-7775. A shareholder may also vote using the Internet at [www.investorvote.com](http://www.investorvote.com) or by telephone at 1-866-732-8683. **In order to be valid and acted upon at the Meeting, the form of proxy must be received no later than 5:00 p.m. (eastern time) on April 9, 2020.**

DATED at Montreal, Québec  
April 9, 2020

BY ORDER OF THE BOARD OF DIRECTORS

*(signed) Vincent Metcalfe*  
Vincent Metcalfe  
Chief Executive Officer