

**NOTICE OF THE SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON DECEMBER 16, 2015**

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of the holders of common shares (“**Carlisle Shareholders**”) of Carlisle Goldfields Limited (the “**Corporation**”) will be convened on Wednesday, December 16, 2015 at 10:00 a.m. (Toronto time) at the offices of Dickinson Wright LLP, located at 199 Bay Street, Suite 2200, Toronto, Ontario M5L 1G4 for the following purposes:

1. to consider, pursuant to an interim order (the “**Interim Order**”) of the Ontario Superior Court of Justice (Commercial List) dated November 12, 2015 and, if deemed advisable, to pass a special resolution of shareholders (the “**Carlisle Arrangement Resolution**”), the full text of which is set forth in Appendix “A” to the accompanying management information circular (the “**Circular**”), approving a plan of arrangement under section 182 of the *Business Corporations Act* (Ontario) (the “**OBCA**”), involving the acquisition by Alamos Gold Inc. (“**Alamos**”) of all the issued and outstanding common shares of the Corporation (the “**Carlisle Shares**”), all as more particularly described in the Circular (the “**Arrangement**”), which resolution, to be effective, must be passed by an affirmative vote of:
 - (a) at least 66 2/3% of the votes cast at the Meeting by Carlisle Shareholders; and
 - (b) a majority of votes cast at the Meeting by Carlisle Shareholders, excluding the votes cast in respect of Carlisle Shares held by any “interested party” to the Arrangement and certain others, all as determined in accordance with Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*; and
2. to transact such other business as may properly come before the Meeting.

Particulars of the foregoing are set forth in the Circular, which is supplemental to and expressly made a part of this Notice.

The close of business on November 12, 2015 has been fixed as the record date for the Meeting, being the date for the determination of the registered holders of Carlisle Shares entitled to receive notice of and vote at the Meeting and any adjournments or postponements thereof.

Carlisle 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 Carlisle Shareholders, 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 Carlisle Shares through an intermediary, see “Non-Registered or Beneficial 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 10:00 a.m. (Toronto time) on Monday, December 14, 2015 (or by 10:00 a.m. (Toronto time) two business days prior to any reconvened Meeting in the event of an adjournment or postponement of the Meeting) although the Chairman of the Meeting has the discretion to accept proxies filed prior to the commencement of the Meeting or any adjournment or postponement thereof.

Carlisle Shareholders may also exercise their right to vote on the Carlisle Arrangement Resolution online by following the instructions contained in the online voting form that accompanies this Notice.

Registered Carlisle Shareholders who validly dissent from the Arrangement will be entitled to be paid the fair value of their Carlisle Shares, subject to strict compliance with section 185 of the OBCA, as modified by the provisions of the Interim Order, the proposed final order and the plan of arrangement. The right to dissent is described in the Circular under the heading “Dissenters’ Rights” and the text of the Interim Order is set forth in Appendix “D” to the Circular. Failure to comply strictly with the requirements set forth in section 185 of the OBCA, as modified, may result in the loss of any right of dissent.

DATED at Toronto, Ontario as of the 12th day of November, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

Signed: “Abraham Drost”

Abraham Drost

President and Chief Executive Officer