



Suite 610 – 815 West Hastings Street  
Vancouver, B.C.  
V6C 1B4

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON September 12, 2017**

NOTICE IS HEREBY GIVEN that the 2017 annual general and special meeting (the “**Meeting**”) of the shareholders of Gold Standard Ventures Corp. (the “**Company**”) will be held at Terminal City Club, 837 West Hastings Street, Vancouver, B.C., on Tuesday, September 12, 2017, at 9:00 a.m. (Pacific time) for the following purposes:

1. To receive the audited financial statements of the Company for the year ended December 31, 2016 and the report of the auditor on those statements.
2. To set the number of directors for the ensuing year at six (6).
3. To elect directors for the ensuing year.
4. To appoint Davidson & Company LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor.
5. To consider and, if thought advisable, pass an ordinary resolution to confirm and approve a shareholder rights plan for the Company as more particularly described in the Company’s management information circular dated August 1, 2017 (the “**Information Circular**”) accompanying this Notice of Meeting.
6. To consider and, if thought advisable, pass an ordinary resolution to confirm and approve a restricted share unit award plan for the Company, as more particularly described in the Information Circular.
7. To consider and, if thought advisable, pass an ordinary resolution to amend, confirm and approve the Company’s existing stock option plan as more particularly described in the Information Circular.
8. To transact such other business as may properly come before the Meeting or any adjournments thereof.

This notice is accompanied by the Information Circular and either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders (collectively the “**Meeting Materials**”). Shareholders are requested to read the Information Circular and, if unable to attend the Meeting in person, complete, date, sign and return the proxy or voting instruction form, as applicable, so that as large a representation as possible may be had at the Meeting.

This year, as described in the notice and access notification mailed to shareholders of the Company, the Company will deliver the applicable Meeting Materials to shareholders by posting the Meeting Materials on [www.envisionreports.com/gsvagm2017](http://www.envisionreports.com/gsvagm2017). The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and it will also reduce the Company’s printing and mailing costs. The Meeting Materials will be available on [www.envisionreports.com/gsvagm2017](http://www.envisionreports.com/gsvagm2017) as of August 4, 2017, and will remain on the website for one full year thereafter. The Meeting Materials will also be available on SEDAR at [www.sedar.com](http://www.sedar.com) and on the United States Securities and Exchange Commission website at [www.sec.gov](http://www.sec.gov) as of August 4, 2017.

All shareholders will receive a notice and access notification, together with a proxy or voting instruction form, as applicable, which will contain information on how to obtain electronic and paper copies of the Meeting Materials in advance of the Meeting.

Shareholders who wish to receive paper copies of the Meeting Materials may request copies using the control number as it appears on the proxy or voting instruction form accompanying your notice and access notification. For holders with a 15 digit control number, you may request materials by calling toll free, within North America – 1-866-962-0498 or direct, from outside North America – (514) 982-8716, and entering your control number as indicated on your proxy or voting instruction form. For holders with a 16 digit control number, you may request materials by calling toll free, within North America – 1-844-669-5702 or direct, from outside North America – (604) 687-2766, and entering your control number as indicated on your voting instruction form. Meeting Materials will be sent to you at no cost within three business days of your request, if such request is made before the Meeting. To ensure that you receive the Meeting Materials in advance of the voting deadline and Meeting date, all requests must be received no later than September 1, 2017. If you do request paper copies of the Meeting Materials, please note that another proxy/voting instruction form will not be sent and you should retain your current one for voting purposes. To obtain paper copies of the Meeting Materials after the Meeting date, please contact 1-844-669-5702.

The Board of Directors of the Company has fixed the close of business on July 21, 2017 as the record date, being the date for the determination of the registered holders of common shares entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof. The Board of Directors has also fixed 9:00 a.m. (Pacific time) on Friday, September 8, 2017, or no later than 48 hours before the time of any adjourned Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof shall be deposited with the Company's transfer agent, Computershare Trust Company of Canada.

DATED at Vancouver, British Columbia, as of the 1<sup>st</sup> day of August, 2017.

**GOLD STANDARD VENTURES CORP.**

By:

(signed) "*Jonathan T. Awde*"  
Jonathan T. Awde  
President and Chief Executive Officer



## Notice and Access Notice

Date:	September 12, 2017
Time:	9:00 am (Pacific Time)
Place:	Terminal City Club 837 West Hastings Street, Vancouver, British Columbia

### AGENDA

1. Financial Statements and Auditors' Report: To receive the audited financial statements of Gold Standard Ventures Corp. (the "**Company**") for the fiscal year ended December 31, 2016 and the report of the auditor on those statements.
2. Number of Directors: To set the number of directors for the ensuing year at six (6). See "Part 3 - The Business of the Meeting – Set Number of Directors" in the information circular of the Company dated August 1, 2017 (the "**Information Circular**") for details.
3. Election of Directors: To elect directors for the ensuing year. See "Part 3 - The Business of the Meeting – Election of Directors" in the Information Circular.
4. Appointment of Auditor: To appoint Davidson & Company LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor. See "Part 3 – The Business of the Meeting – Appointment of the Auditor" in the Information Circular for details.
5. Shareholder Rights Plan: To consider and, if thought advisable, pass an ordinary resolution to confirm and approve a shareholder rights plan for the Company. See "Part 3 – The Business of the Meeting – Approval of Shareholder Rights Plan" in the Information Circular for details.
6. Restricted Share Unit Award Plan: To consider and, if thought advisable, pass an ordinary resolution to confirm and approve a restricted share unit award plan for the Company. See "Part 3 – The Business of the Meeting – Approval of Restricted Share Unit Award Plan" in the Information Circular for details.
7. Stock Option Plan: To consider, and if thought advisable, pass an ordinary resolution to amend, confirm and approve the Company's existing stock option plan. See "Part 3 – The

Business of the Meeting – Amendment and Approval of Stock Option Plan” in the Information Circular for details.

8. Other Business: To transact such other business as may properly come before the meeting or any adjournments thereof.

**Notice-and-access**: This Notice of Meeting is prepared under the notice-and-access rules under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Notice-and-access is a set of rules intended to reduce the volume of materials that must be physically mailed to shareholders by allowing issuers to post the Information Circular and additional materials online. Materials may be delivered electronically to shareholders. Please call the Company’s toll free at +1(844) 669-5702 if you have any questions about notice-and-access.

**Meeting Materials**: The Information Circular, audited financial statements and management discussion and analysis and additional materials (the “**Meeting Materials**”) are available on the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com), on the Company’s website at [www.goldstandardv.com](http://www.goldstandardv.com) and at [www.envisionreports.com/gsvagm2017](http://www.envisionreports.com/gsvagm2017) as of August 4, 2017. The Meeting Materials will also be available on the United States Securities and Exchange Commission website at [www.sec.gov](http://www.sec.gov) as of August 4, 2017. Shareholders are reminded to review these online materials before voting. Shareholders may obtain paper copies of the Meeting Materials by using the control number as it appears on the proxy or voting instruction form (“**VIF**”):

- a) for holders with a 15 digit control number, you may request materials by calling toll free, within North America – +1(866) 962-0498 or direct, from outside North America – (514) 982-8716, and entering your control number as indicated on your proxy or VIF; and
- b) for holders with a 16 digit control number, you may request materials by calling toll free, within North America – +1(844) 669-5702 or direct, from outside North America – (604) 687-2766, and entering your control number as indicated on your VIF.

Meeting Materials will be sent to you at no cost within three business days of receipt of your request, if such request is made before the meeting. To ensure that you receive the Meeting Materials in advance of the voting deadline and meeting date, all requests must be received no later than September 1, 2017.

If you do request paper copies of the Meeting Materials, please note that another proxy/VIF will not be sent and you should retain your current one for voting purposes.

To obtain paper copies of the Meeting Materials after the meeting date, please contact +1(844) 669-5702.

**Proxy**:

*Registered holders*: If you are not attending the meeting, you can submit your proxy as follows:

- a) By Mail: Sign, date and return the enclosed proxy to Computershare Trust Company of Canada (“**Computershare**”) at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department;

- b) By Telephone: Call +1(866) 732-VOTE (8683) and follow the prompts; and
- c) On the Internet: Go to [www.investorvote.com](http://www.investorvote.com) and follow the instructions.

A proxy must be received by 9:00 a.m. (Pacific Time) on September 8, 2017.

*Non-registered holders:* If you are not attending the meeting, use the VIF provided by your intermediary (bank, trust company or broker) and return it as early as practicable to ensure that it is transmitted on time (see the VIF for details). It must be received by your intermediary with sufficient time for them to file a proxy by the deadline noted above.

*Voting in Person:* For registered holders, if you plan to attend the meeting, you must register with Computershare when you arrive at the meeting to have voting rights at the meeting. For non-registered holders, if you plan to attend the meeting, you must appoint yourself in the space provided in the VIF and register with Computershare when you arrive at the meeting to have voting rights at the meeting.

Further information on voting can be found under the headings “Part 1 – Voting – Registered Shareholders” and “Part 1 – Voting – Non-Registered Shareholders” in the Information Circular.

Vancouver, British Columbia  
August 1, 2017

BY ORDER OF THE BOARD

(signed) *Jonathan T. Awde*  
Jonathan T. Awde  
President and Chief Executive  
Officer