

KESTREL GOLD INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual and Special Meeting (the “Meeting”) of the Shareholders of KESTREL GOLD INC. (the “Corporation”) will be held at 603 – 734 - 7th Avenue S. W., Calgary, Alberta, on Tuesday, the 17th day of June, 2025 at the hour of 10:00 o'clock in the forenoon (Calgary time) for the following purposes:

1. To receive the audited financial statements of the Corporation for the financial year ended September 30, 2024, together with the report of the auditors thereon;
2. To fix the number of directors to be elected at the Meeting at three;
3. To elect directors for the ensuing year;
4. To appoint auditors and authorize the directors to fix the remuneration of such auditors;
5. To consider and, if thought fit, pass, with or without amendment, a resolution to ratify and approve the Corporation’s Stock Option Plan, as set forth in the Management Information Circular accompanying this Notice; and
6. To transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Shareholders of the Corporation who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted are requested to complete and sign the enclosed form of proxy and to mail it or deposit it with Olympia Trust Company (i) by mail to PO Box 128, STN M, Calgary, AB, T2P 2H6 (Attention: Proxy Dept); or (ii) by fax at (403) 668-8307, by email at proxy@olympiatrust.com, or by Internet using the 12-digit control number located on the back of your proxy at <https://css.olympiatrust.com/pxlogin>. All instructions are listed in the enclosed form of proxy. Your proxy or voting instructions must be received in each case no later than 10:00 a.m. (Mountain Standard Time) on June 13, 2025, or, if the Meeting is adjourned, not later than 48 hours (excluding Saturdays, Sundays, and statutory holidays) before the beginning of any adjourned Meeting.

Shareholders are cautioned that the use of the mail to transmit proxies is at each shareholder’s risk.

DATED the 16th day of May, 2025.

By Order of the Board of Directors

(Signed) “*Patrick Lynch*”

Patrick Lynch
President