

ENGOLD MINES LTD.
488 – 1090 West Georgia Street
Vancouver, British Columbia V6E 3V7

NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general & special meeting (the "**Meeting**") of the holders of common shares without par value (the "**Shareholders**") of EnGold Mines Ltd. (the "**Company**") will be held at Suite 400 – 725 Granville Street, Vancouver, British Columbia V7Y 1G5, on Monday, July 26, 2021, at 11:00 am, for the following purposes:

1. to receive the financial statements of the Company for the financial years ended September 30, 2020, and the reports of the auditor thereon;
2. to set the number of directors at five; to elect directors for the Company for the ensuing year;
3. to re-appoint the auditor of the Company for the ensuing year and authorize the directors to fix the remuneration paid to the auditor;
4. to consider, and if thought advisable, pass an ordinary resolution of the disinterested shareholders of the Company to approve the creation of a Control Person (as defined in the the TSX Venture Exchange Corporate Finance Manual), as more fully described in the information circular that accompanies this notice under the heading "*Particulars of Matters to be Acted Upon – Creation of a Control Person*";
5. to consider, and if thought advisable, pass a special resolution to consolidate the share capital, as more fully described in the information circular that accompanies this notice under the heading "*Particulars of Matters to be Acted Upon – Approval of Share Consolidation*";
6. to consider, and if thought advisable, pass a resolution to approve the Company's stock option plan, as more fully described in the information circular that accompanies this notice under the heading "*Particulars of Matters to be Acted Upon – Approval of Stock Option Plan*"; and
7. to transact such other business as may properly be put before the Meeting.

VOTING

In light of ongoing public health concerns related to the COVID-19 pandemic and in order to comply with government recommendations, the Company is encouraging shareholders to not attend the Meeting in person. Rather, the Company requests that shareholders submit their vote by proxy in advance of the Meeting, in accordance with instructions described in the information circular that accompanies this notice.

The Company requests that shareholders who wish to attend the Meeting virtually contact the Company by 10:00 a.m. (Pacific time) on Thursday, July 22, 2021 at dbrett@engold.ca to receive the Zoom link for the Meeting. The Company will arrange for a Zoom link to be sent to all shareholders who have requested it by 10:00 a.m. (Pacific time) on Thursday, July 22, 2021. However, the Company strongly recommends that shareholders vote by proxy or VIF in advance to ease the voting tabulation at the Meeting by Computershare Investor Services Inc. If public health guidelines regarding physical distancing in British Columbia have changed by the Meeting date of July 26, 2021, the Company will issue a news release advising of permitted Meeting attendance in accordance with such updated guidelines.

Persons who have within 14 days of the Meeting: (i) COVID-19 symptoms; (ii) been in close contact with another person with COVID-19 symptoms; or (iii) travelled outside of Canada, cannot attend the Meeting and should therefore vote their shares only by proxy. For those shareholders who attend the Meeting, physical distancing measures shall be applied, as directed by the Provincial Health Officer.

All registered Shareholders are entitled to attend and vote at the Meeting in person or by proxy. The board of directors requests that all registered Shareholders who will not be attending the Meeting in person to read, date and sign the accompanying proxy and deliver it to Computershare Investor Services Inc., 9th Floor - 100 University Avenue, Toronto, Ontario M5J 2Y1 by 11:00 am. (Vancouver, British Columbia time) on Wednesday, December 9, 2020 (or 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the Meeting at which the proxy is to be used), otherwise the registered Shareholder will not be entitled to vote at the Meeting by proxy.

Non-registered Shareholders who receive this notice and information circular from their broker or other intermediary should complete and return the proxy or voting instruction form in accordance with the instructions provided with it. Failure to do so may result in the common shares without par value of the non-registered Shareholders not being eligible to be voted at the annual general meeting.

An information circular and a form of proxy or voting instruction form accompany this notice.

DATED at Vancouver, British Columbia, the 21st day of June, 2021.

**ON BEHALF OF THE BOARD OF
ENGOLD MINES LTD.**

(signed) "Rolf van Driesum"

Rolf van Driesum
Chairman of the Board