



CANADIAN GOLD RESOURCES LTD

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual and Special Meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Canadian Gold Resources Ltd. (the “**Corporation**”) will be held in-person at the Corporation’s head office located at 105 Englehart Street, Suite 700, Dieppe, New Brunswick E1A 8K2 Canada on Thursday, June 26, 2025 at 10:00 a.m. (Atlantic time) for the following purposes:

1. to receive and consider the audited annual financial statements of the Corporation, as at and for the year ended December 31, 2024, together with the report of the auditor thereon;
2. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to re-appoint MNP LLP, Chartered Professional Accountants, as the auditor of the Corporation for the ensuing year and to authorize the directors to set their compensation;
3. to elect Ronald J. Goguen, Sr., Kenneth Booth, Mark Smethurst, Roger Bourgault, Ian McGavney and David J. Hennigar as the directors of the Corporation for the ensuing year;
4. to consider, and if deemed advisable, pass an ordinary resolution ratifying and approving the Corporation’s 10% “rolling” stock option plan, as described in the accompanying information circular, for the ensuing year;
5. to consider, and if deemed advisable, pass a resolution of the disinterested shareholders of the Corporation approving certain option grants made under the Corporation’s stock option plan;
6. to consider, and if deemed advisable, to pass a special resolution, authorizing an amendment to the articles of Corporation to change the province of the registered office from Quebec to New Brunswick, as described in the accompanying Circular; and
7. to transact any other business as may properly be brought before the Meeting or any adjournment(s) or postponement thereof.

Accompanying this Notice is the Information Circular, a form of proxy (or voting instruction form), voting instructions and a financial statement request form. The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice.

Shareholders entitled to vote who do not expect to be present at the Meeting are urged to date, sign and return the enclosed form of proxy (or voting instruction form). Non-registered beneficial shareholders should follow the instructions of their intermediaries in order to vote their shares. Refer to “Notes” below.

DATED at Dieppe, New Brunswick, this 15th day of May, 2025.

By Order of the Board of Directors
CANADIAN GOLD RESOURCES LTD.

“Ronald J. Goguen, Sr.”
Ronald J. Goguen, Sr., C.E.O.

NOTES:

1. Shareholders registered on the books of the Corporation at the close of business on May 2, 2025 are entitled to Notice of the Meeting.
2. Shareholders registered on the books of the Corporation at the close of business on May 2, 2025 are entitled to vote at the Meeting.
3. The directors have fixed the hour of 10:00 a.m. on the second business day preceding the meeting, i.e. Tuesday, June 24, 2025 or any adjournment thereof as the time before which the instrument of proxy to be used at the meeting must be deposited with the Corporation’s transfer agent, TSX Trust Company, at #301-100 Adelaide St. W., Toronto, ON M5H 4H1, provided that a proxy may be delivered to the Chairman of the Meeting on the day of the meeting or any adjournment thereof prior to the time for voting.