

NOTICE OF ANNUAL GENERAL MEETING (“Notice”)

NOTICE is hereby given that the Annual General Meeting (the “**Meeting**”) of the shareholders of **ASCOT RESOURCES LTD.** (the “**Company**”) will be held at the offices of Ascot Resources Ltd. at 1050 – 1095 West Pender Street, Vancouver, BC V6E 2M6 on Thursday June 23, 2022 at 10:00 a.m. (Vancouver time) for the following purposes:

1. To receive and consider the financial statements of the Company for the year ended December 31, 2021, together with the report of the auditors thereon;
2. To appoint auditors and authorize the directors to fix the remuneration to be paid to the auditors;
3. To elect the seven (7) nominees of the Company standing for election as directors of the Company to hold office for the ensuing year;
4. To approve the adoption of the Second Amended and Restated Stock Option Plan of the Company;
5. To approve the adoption of the Amended and Restated Share Unit Plan of the Company;
6. To approve the adoption of the Amended and Restated Deferred Share Unit Plan of the Company;
7. To accept, on an advisory basis, the philosophy and design of the Company’s executive compensation; and
8. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The details of all matters proposed to be put before shareholders at the Meeting are set forth in the management information circular accompanying this Notice of Annual General Meeting. At the Meeting, the Company’s shareholders (the “**Shareholders**”) will be asked to approve each of the foregoing items. The directors of the Company have fixed May 12, 2022 as the record date for the Meeting (the “**Record Date**”). Only Shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment thereof.

Impact of COVID-19

The Company is carefully monitoring the public health impact of the global coronavirus pandemic and our first priority is the health and safety of our communities, shareholders, employees and other stakeholders. To mitigate risk in accordance with ongoing safety measures and protocols related to COVID-19, Shareholders are strongly advised to refrain from attending the Meeting in person and are requested to read the enclosed Circular and Proxy, and then complete and deposit the Proxy together with the power of attorney or other authority, if any, under which it was signed or a notarially certified copy thereof with the Company’s transfer agent by delivery to: Computershare Investor Services Inc., 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, Canada V6C 3B9 by 10:00 a.m. (Pacific time), on Tuesday, June 21, 2022, or at least forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting or any adjournment of it unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently. Unregistered shareholders who received the Proxy through an intermediary must deliver the Proxy in accordance with the instructions given by such intermediary. The Company has implemented health and safety protocols to help protect our workplaces and communities. Anyone who wishes to access the Meeting in person must wear a mask from point of entry to exit.

If any Shareholder does wish to attend the Meeting in person, please contact **Jody Harris, Corporate Secretary at 778-227-5639** or **jharris@ascotgold.com** in order for arrangements to be made that comply with all recommendations, regulations and orders related to the COVID-19 pandemic. No shareholder who is experiencing any symptoms of COVID-19, including fever, cough or difficulty breathing will be permitted to attend the Meeting in person.

The Company may take additional precautionary measures in relation to the Meeting as necessary in response to further developments related to the COVID-19 pandemic and shall comply with all applicable health and safety recommendations, regulations and orders related thereto. In the event it is not possible or advisable to hold the Meeting in person, the Company will announce alternative arrangements for the Meeting as promptly as practicable, which may include holding the Meeting entirely by electronic means.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the “Intermediary”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 13 day of May, 2022.

BY ORDER OF THE BOARD

“Derek C. White”

Derek C. White
President & CEO