



## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “Meeting”) of the shareholders of Hanstone Gold Corp. (the “Company”) will be held at Suite 600-1090 West Georgia Street Vancouver, BC V6E 3V7 Canada on Friday February 3, 2023, at 10:00 a.m. (PST) to consider resolutions as noted below.**

### **The Meeting is to be held to consider resolutions for the following purposes:**

1. To receive and consider the comparative financial statements of the Company for the financial year ended December 31, 2021, together with the report of the auditor thereon;
2. To set the number of directors at FOUR (4);
3. To elect directors for the ensuing year;
4. To appoint A Chan and Company LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to determine the remuneration to be paid to the auditor;
5. To ratify and re-approve the Company’s rolling 10% Stock Option Plan, as described in the accompanying Information Circular; and
6. To transact such other business as may properly be put before the meeting.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The consolidated audited financial statements for the year ended December 31, 2021, the report of the auditor and the related management discussion and analysis will be made available at the Meeting and are available on [www.sedar.com](http://www.sedar.com).

Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed proxy. A proxy will not be valid unless it is deposited by mail or by fax at the office of Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8th Floor, Toronto, ON M5J 2Y1 [Fax: Within North America: 1-866-249-7775, Outside North America: (416) 263-9524] not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or an adjournment thereof. Only Shareholders of record on December 8, 2022, are entitled to receive notice of and vote at the Meeting.

**DATED** at Vancouver, British Columbia this 3rd day of February 2023

**BY ORDER OF THE BOARD OF DIRECTORS OF  
HANSTONE GOLD CORP.**

/s/ “*Raymond Marks*”  
**Chief Executive Officer**

## **HANSTONE GOLD CORP.**

Suite 970- 777 Hornby Street  
Vancouver, BC V6Z 1S4  
Tel: 236 521-6520

### **INFORMATION CIRCULAR**

as at December 8, 2022,  
(except as otherwise indicated)

This Information Circular is furnished in connection with the solicitation of proxies by the management of HANSTONE **GOLD CORP.** for use at the Annual General Meeting (the “**Meeting**”) of its shareholders (the “**Shareholders**”) to be held on February 3, 2023, at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Information Circular, references to the “**Company**”, “**Hanstone**”, “**we**” and “**our**” refer to Hanstone Gold Corp. “**Common Shares**” means common shares without par value in the capital of the Company. “**Beneficial Shareholders**” means Shareholders who do not hold Common Shares in their own name and “**intermediaries**” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

### **GENERAL PROXY INFORMATION**

#### **Solicitation of Proxies**

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

#### **Appointment of Proxyholders**

The individuals named in the accompanying form of proxy (the “**Proxy**”) are directors and/or officers of the Company. **If you are a Shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a Shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

#### **Voting by Proxyholder**

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

**In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.**