

GOLDHILLS HOLDING LTD.

400 - 837 West Hastings Street
Vancouver, British Columbia
V6C 3N6

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting of the shareholders of Goldhills Holding Ltd. (the “Company”) will be held at Suite 704 - 595 Howe Street, Vancouver, BC V6C 2T5 on Thursday, December 28, 2023 at 11:00 a.m. (PDT) for the following purposes:

1. to fix the number of directors at three (3);
2. to elect Sergei Stetsenko, Rupert Williams and Stephen Sangha as directors for the ensuing year;
3. to appoint DMCL LLP, Chartered Professional Accountants, as the auditors of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
4. to consider, and if thought fit, to pass an ordinary resolution approving and ratifying the Company’s 10% rolling stock option plan as more particularly described in the accompanying Information Circular; and
5. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

All shareholders are entitled to attend and vote at the meeting in person or by proxy. The Board of Directors (the “Board”) requests that all shareholders who will not be attending the Meeting in person read, date and sign the accompanying proxy and deliver it to Computershare Investor Services Inc. (“Computershare”). If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, by 11:00 am (PDT) on **December 26, 2023**, (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by proxy. Only shareholders of record at the close of business on **November 24, 2023** will be entitled to vote at the Meeting.

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

DATED at Vancouver, British Columbia, November 28, 2023.

By Order of the Board of

GOLDHILLS HOLDING LTD.

“Sergei Stetsenko”

Sergei Stetsenko
Chief Executive Officer