

**KAPA GOLD INC.**

**NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING**

**NOTICE** is hereby given that the Annual and Special General Meeting (the “Meeting”) of KAPA GOLD INC. (the “Company”) will be held on **Tuesday, August 9, 2022 at Suite 1400, 1125 Howe Street, Vancouver, B.C. V6Z 2K8 at 10:00 a.m. (Vancouver time)** for the following purposes:

1. To receive and consider the Report of the Directors.
2. To receive and consider the audited financial statements of the Company for the fiscal year ended April 30, 2021 together with the auditor's report thereon.
3. To appoint auditors for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the auditors.
4. To fix the number of directors at four (4) and to elect directors to hold office until the next Annual General Meeting.
5. To consider, and if thought fit, pass an ordinary resolution approving the 10% Stock Option Plan of the Company, as more particularly described in the accompanying Information Circular and to authorize the Directors to make modifications thereto in accordance with the Plan and the policies of the TSX Venture Exchange.
6. To transact such other business as may properly come before the meeting.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. The report of the auditor and the audited financial statements of the Company for the year ended April 30, 2021 with related management discussion and analysis can be found on [www.sedar.com](http://www.sedar.com).

As part of our priority to protect the health and safety of the public and our team members in light of the COVID-19 situation, the Company will still hold a physical meeting, but there will be no admittance while the social distancing rules are in place. The Company will allow the opportunity for Shareholders to participate in the Meeting via audio conference call by calling (605) 472-5594; Access Code: 530196 (with an open question and answer session). Shareholders will not be able to vote their shares at the Meeting in person and instead are asked to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it by fax or by mail in accordance with the instructions set out in the form of proxy and in the Information Circular to ensure that their shares will be voted at the Meeting. **Shareholders will not be able to attend the Meeting in person.**

DATED at Vancouver, British Columbia, July 7, 2022

**BY ORDER OF THE BOARD OF DIRECTORS OF KAPA GOLD INC.**

Per: “David K. Paxton”  
David K. Paxton, CEO