

**KAPA GOLD INC.**  
Suite 1400-1199 West Hastings Street  
Vancouver, BC V6E 3T5  
Tel: 604-374-1702

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual and special meeting (the "**Meeting**") of the shareholders of Kapa Gold Inc. (the "**Company**") will be held at 10<sup>th</sup> Floor, 595 Howe Street, Vancouver, BC V6C 2T5 on Thursday, June 29, 2023 at 11:30 a.m. (Pacific Time) for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended December 31, 2022, together with the auditors' report thereon;
2. to fix the number of directors at three (3) for the ensuing year;
3. to elect directors for the ensuing year as described in the information circular accompanying this Notice;
4. to appoint Davidson & Company LLP as the Company's auditors for the ensuing fiscal year at a remuneration to be fixed by the directors;
5. to consider and, if thought fit, to pass an ordinary resolution, the full text of which is set forth in the information circular, approving a new stock option plan; and
6. to transact such further or other business as may properly come before the Meeting and any adjournments thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the information circular (the "**Information Circular**") accompanying this Notice. The audited consolidated financial statements and related MD&A for the Company for the financial year ended December 31, 2022 have already been mailed to those shareholders who have previously requested to receive them. Otherwise, they are available upon request to the Company or they can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

The Board of Directors of the Company has by resolution fixed the close of business on May 25, 2023 as the record date for the Meeting, being the date for the determination of the registered holders of common shares of the Company entitled to notice of and to vote at the Meeting and any adjournment(s) thereof.

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.

DATED at Vancouver, British Columbia, this 25th day of May, 2023.

**BY ORDER OF THE BOARD**

*“David K. Paxton”*

**David K. Paxton**

Chief Executive Officer and Director