

NEVGOLD CORP.
250 – 200 Burrard St.
Vancouver, BC V6C 3L6

NOTICE OF ANNUAL AND SPECIAL MEETING

JUNE 29, 2022

TO THE VOTING SECURITYHOLDERS:

NOTICE IS HEREBY GIVEN THAT the annual and special meeting (the “**Meeting**”) of the holders (each, a “**Voting Securityholder**”) of common shares (the “**Common Shares**”) of Nevgold Corp. (the “**Company**” or “**Corporation**”) will be held on June 29, 2022 at the hour of 10:00 a.m. (Pacific time) at Suite 910, 800 West Pender Street, Vancouver, BC for the following purposes, namely:

1. to receive the audited financial statements of the Company for the financial year ended December 31, 2021, together with the auditor report thereon;
2. to appoint Smythe LLP as the auditor of the Company for the ensuing year and to authorize the directors of the Company to fix their remuneration;
3. to determine the number of directors of the Company at six;
4. to elect six directors of the Company;
5. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution to approve the Company’s new 10% rolling stock option plan, as more particularly described in the accompanying management information circular (the “**Information Circular**”); and
6. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The board of directors of the Corporation (the “Board”) unanimously recommends that the Voting Securityholders vote FOR all of the matters to be considered at the Meeting, and it is the intention of the management designees named in the enclosed form of proxy, if not expressly directed to the contrary in such form of proxy, to vote in favour of all resolutions.

Accompanying this Notice of Meeting are an Information Circular and a form of proxy (or a voting instruction form if you hold common shares through a broker or other intermediary). The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice of Meeting.

Only Voting Securityholders of record at the close of business on May 24, 2022 will be entitled to receive notice of, and to vote at, the Meeting or any adjournment(s) or postponement(s) thereof.

Voting Securityholders may attend the Meeting in person or may be represented at the Meeting by proxy. Voting Securityholders who are unable to attend the Meeting in person and wish to be represented by proxy are requested to date and sign the enclosed Instrument of Proxy and to mail it to or deposit it with the Corporate Secretary of the Corporation, c/o TSX Trust Company, 301 - 100 Adelaide Street West, Toronto, Ontario M5H 4H1, or by internet www.voteproxonline.com, fax (416) 595-9593 or email tmxproxysupport@tmx.com prior to 9:00 a.m., Calgary time, on June 9, 2021, being at least forty-eight (48) hours, excluding Saturdays, Sundays and holidays, before the time of the Meeting or any adjournment(s) or postponement(s) thereof. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting, or any adjournment(s) or postponement(s) thereof. A person appointed as proxy holder need not be a shareholder of the Corporation.

YOU ARE CAUTIONED THAT THE USE OF THE MAIL TO TRANSMIT PROXIES IS AT YOUR RISK.

DATED at Vancouver, BC, the 27th day of May, 2022

By Order of the Board of Directors

“Brandon Bonifacio”

President, CEO and Director