

**NEVGOLD CORP.**  
801 - 1112 West Pender Street  
Vancouver, BC V6E 2S1

**NOTICE OF ANNUAL AND SPECIAL MEETING**

**JULY 19, 2024**

**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 “**Corporation**”) will be held on July 19, 2024 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 Corporation for the financial year ended December 31, 2023, together with the auditor report thereon;
2. to appoint Smythe LLP as the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix their remuneration;
3. to determine the number of directors of the Corporation at six;
4. to elect six directors of the Corporation;
5. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution renewing the Corporation’s 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 June 10, 2024 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.voteproxyonline.com](http://www.voteproxyonline.com), fax (416) 595-9593 or email [tmxproxysupport@tmx.com](mailto:tmxproxysupport@tmx.com) prior to **10:00 a.m., Pacific time, on July 17, 2024**, 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 12<sup>th</sup> day of June, 2024

**By Order of the Board of Directors**

*“Brandon Bonifacio”*

President, CEO and Director