



CANAGOLD RESOURCES LTD.
1250 - 625 Howe Street
Vancouver, British Columbia Canada V6C 2T6
Telephone: 604 685-9700/Fax: 604 685-9744

Notice of Annual General and Special Meeting of Shareholders

and

Information Circular

Place: Suite 1250, 625 Howe Street
Vancouver, British Columbia Canada

Time: 10 o'clock am (Pacific Time)

Date of Meeting: Monday, June 19, 2023



CANAGOLD RESOURCES LTD.

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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of Shareholders of **Canagold Resources Ltd.** (the “Company”) will be held at Suite 1250, 625 Howe Street, Vancouver, British Columbia Canada, on Monday, June 19, 2023, at 10 o’clock a.m. (Pacific Time), for the following purposes:

1. To table the audited financial statements of the Company for financial years ended December 31, 2022 and 2021, together with the report of the Auditors and the management’s discussion and analysis thereon;
2. To fix the number of directors to be elected at five (5);
3. To elect Directors for the ensuing year;
4. To appoint the Auditors of the Company for the ensuing year and authorize the Directors to fix their remuneration;
5. To consider and, if thought advisable, pass an ordinary resolution to (i) ratify, confirm and approve the adoption of the Company’s Omnibus Incentive Plan, (ii) approve and authorize for grant all currently available and future award entitlements issuable under the Omnibus Incentive Plan, (iii) approve the treatment of Options granted under the original incentive plan as Options under the Omnibus Incentive Plan, and (iv) approve DSU awards under the Omnibus Incentive Plan, all as more particularly described in the accompanying Information Circular.
6. To consider, if thought fit, to approve an ordinary resolution to adopt new articles for the Company which would replace the Company’s current articles, both of which includes advance notice provisions, as more particularly described in the Information Circular.
7. To consider and, if deemed appropriate, to pass with or without variation, a non-binding advisory resolution on executive compensation, as detailed in the Information Circular.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to, or variation of, any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Shareholders of record on the Company’s books at the close of business on May 8, 2023 are entitled to attend and vote at the Meeting or at any postponement or adjournment thereof. Each common share is entitled to one vote.

The audited financial statements of the Company for financial years ended December 31, 2022 and 2021, together with the report of the Auditors and the management’s discussion and analysis thereon are available on www.sedar.com and copies of these documents will also be available at the Meeting.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.

DATED at Vancouver, British Columbia, May 17, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “*Catalin Kilofliski*”

Catalin Kilofliski
Chief Executive Officer
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