

K9 GOLD CORP.
300 – 1455 Bellevue Avenue, West Vancouver
West Vancouver, BC V7T 1C3
Telephone: (604) 662-8184

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of shareholders of K9 Gold Corp. (the “**Company**”) will be held at the office of K9 Gold Corp, 300 – 1455 Bellevue Avenue, West Vancouver, British Columbia, on Friday, October 6th, 2023 at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

- (1) to receive the audited financial statements of the Company for the financial year ended December 31, 2022 and the accompanying reports of the auditors;
- (2) to fix the number of directors of the Company at four;
- (3) to elect Brian Morrison, Jeff Poloni, Kosta Tsoutsis and Chris Healey as directors of the Company to hold office until the earlier of: (a) the next annual meeting of shareholders of the Company; and (b) their earlier resignation or such time as their successors are duly elected or appointed in accordance with the Company’s constating documents;
- (4) to appoint Crowe MacKay LLP as the auditors of the Company for the financial year ending December 31, 2023 and authorize the directors of the Company to fix the remuneration to be paid to the auditors for the financial year ending December 31, 2023;
- (5) to consider and, if thought advisable, ratify and approve the Company’s existing stock option plan as more particularly described in the Company’s management information circular dated August 25th, 2023 accompanying this Notice of Meeting (the “**Information Circular**”);
- (6) to consider and, if deemed appropriate, to pass, with or without variation, ordinary resolutions of disinterested shareholders ratifying the Company’s new Equity Incentive Plan as more particularly described in the accompanying Information Circular and waiving certain restrictions on security based compensation contained in TSX Venture Exchange Policy 4.4;
- (7) to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying information circular (the “**Information Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Annual General and Special Meeting (this “**Notice of Meeting**”).

The board of directors of the Company has fixed August 8th, 2023 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please vote by proxy by following the instructions provided in the form of proxy at least 48 hours (excluding Saturdays,

Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing, that holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

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

By Order of the Board of Directors of

K9 GOLD CORP.

(signed) “Jeff Poloni”
Jeff Poloni
Chief Executive Officer

PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED FORM OF PROXY AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED.