

## INDEPENDENCE GOLD CORP.

Suite 580 - 625 Howe Street, Vancouver, British Columbia V6C 2T6  
604-687-3959

### NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders (the “**Meeting**”) of Independence Gold Corp. (hereinafter called the “**Company**”) will be held at Suite 580 - 625 Howe Street, Vancouver British Columbia, on Tuesday, the 28<sup>th</sup> day of November 2023 at the hour of 9:00 in the forenoon (local time), for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2022 (with comparative statements relating to the preceding fiscal period) together with the report of the auditors therein;
2. to fix the number of directors at five (5);
3. to elect directors;
4. to appoint the auditors and to authorize the directors to fix their remuneration;
5. to approve an ordinary resolution providing the required annual approval of the Company’s Incentive Stock Option Plan as more particularly described in the accompanying Information Circular; and
6. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice is the Company’s Information Circular, a form of Proxy or Voting Instruction Form and a Financial Statement Request Form. The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

#### ***Registered Shareholders***

Every registered holder of common shares (the “**Common Shares**”) at the close of business on October 16<sup>th</sup>, 2023 is entitled to receive notice of, and to vote such Common Shares at the Meeting. Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Common Shares will be voted at the Meeting are requested to complete, sign and deliver the enclosed form of proxy c/o Computershare Investor Services Inc. (the “**Transfer Agent**”), of 100 University Avenue - 9<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1. 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 holidays) before the time set for the holding of the Meeting or any adjournment(s) thereof. Further instructions with respect to the voting by proxy are provided in the form of proxy and in the Information Circular accompanying this Notice.

#### ***Non-Registered Shareholders***

Shareholders may beneficially own Common Shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary (“**Non-Registered Shareholders**”). Without specific instructions, intermediaries are prohibited from voting shares for their clients. **If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by the Transfer Agent, your broker, intermediary or its agent is returned according to the instructions provided in or with such form, sufficiently in advance of the deadline specified, to ensure that they are able to provide voting instructions on your behalf.**

DATED at Vancouver, British Columbia, this 16<sup>th</sup> day of October 2023.

**BY ORDER OF THE BOARD**

“Randy Turner”

President, CEO and Director

## **NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS**

### **ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE**

#### **HELD AT 580 - 625 HOWE STREET, VANCOUVER BC V6C 2T6**

You are receiving this notification as Independence Gold Corp. (the "Company") has decided to use the notice and access model for delivery of to its shareholders for for its 2022 Annual General Meeting to be held at 580 - 625 Howe Street, Vancouver, British Columbia, V6C 2T6 (the "Meeting"). This Notice of Meeting is prepared under the notice-and-access rules that came into effect on February 11, 2013 under National Instrument 54-101 *Communications with Beneficial Owners of Securities of a Reporting Issuer*. Under notice and access, shareholders will receive a proxy or voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the management information circular (the "Information Circular"), shareholders receive this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly and helps reduce the costs of paper, printing and mailing charges of Meeting materials to shareholders.

**MEETING DATE AND TIME: TUESDAY, NOVEMBER 28, 2023 AT 9:00 AM PST**

**LOCATION: 580 - 625 HOWE STREET, VANCOUVER, BRITISH COLUMBIA, V6C 2T6**

#### **SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:**

- 1. Set the Number of Directors:** To set the number of directors of the Company for the ensuing year at five (5). Please refer to the section titled "ELECTION OF DIRECTORS" in the Information Circular.
  - 2. Election of Directors:** To elect five (5) directors of the Company for the ensuing year. Please refer to the sections titled "ELECTION OF DIRECTORS" in the Information Circular.
  - 3. Appointment of Auditors:** To appoint Davidson & Company LLP, Chartered Professional Accountants, as auditors for the Company for the ensuing year and authorizing the Directors to fix their remuneration. Please refer to the section titled "APPOINTMENT OF AUDITORS" in the Information Circular.
  - 4. Approval of Stock Option Plan:** To approve the Company's 2023 Stock Option Plan. Please refer to the section titled "PARTICULARS OF MATTERS TO BE ACTED UPON and ANNUAL APPROVAL OF THE STOCK OPTION PLAN" in the Information Circular.
  - 5. Other Business:** Shareholders may be asked to consider other items of business that may be properly brought before the Meeting. Information regarding the use of discretionary authority to vote on any such other business may be found in the section titled "ANY OTHER MATTERS" in the Information Circular.
-

Reference is made to the Information Circular of the Company dated October 16, 2023 which contains additional details concerning the matters outlined above.

**SHAREHOLDERS ARE REMINDED TO REVIEW THE MEETING MATERIALS PRIOR TO VOTING.**

**WEBSITE WHERE MEETING MATERIALS ARE POSTED: [www.ingold.ca](http://www.ingold.ca)**

Materials for the Meeting may be viewed on the Company's website at: [www.ingold.ca](http://www.ingold.ca)

Materials for the Meeting may also be viewed on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca)

**HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS:**

Shareholders may request paper copies of the meeting materials be sent to them by postal delivery at no cost to them. Requests for paper copies of the Meeting Materials should be received at least five business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form in order to receive the Meeting Materials in advance of the proxy deposit date and Meeting date. Shareholders who wish to receive paper copies of the Meeting Materials may request copies by calling 604-687-3959 or by emailing [info@ingold.ca](mailto:info@ingold.ca). Meeting materials will be sent to such shareholders within three business days of their request if such requests are made before the Meeting date. Requests may be made up to one year from the date that the Information Circular was filed on SEDAR. To receive a copy of the meeting materials after the meeting date, please contact head office at Tel: 604-687-3959.

**VOTING:**

*Registered shareholders* are asked to return their proxies using one of the following methods at least one business day in advance of the proxy cut-off date as set out in the accompanying proxy:

Internet: [www.investorvote.com](http://www.investorvote.com)

Telephone: 1-866-732-VOTE (8683) Toll Free

Mail: Computershare Investor Services Inc. Proxy Department  
100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1

Non-registered shareholders are asked to use the voting instruction form provided by your intermediary (bank, trust company or broker) and return it as early as practicable to ensure that it is transmitted on time. It must be received by your intermediary with sufficient time for them to file a proxy by the deadline noted above.

Shareholders with questions about this Notice and Access Notification can email the Company at [info@ingold.ca](mailto:info@ingold.ca)

---