

AMERICAN EAGLE GOLD CORP.

Suite 1805, 55 University Avenue
Toronto, ON M5J 2H7

Telephone: 416.644.1567

Email: info@oregroup.ca

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF
SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of the shareholders of American Eagle Gold Corp. (the "**Company**") will be held at Suite 1805, 55 University Avenue, Toronto, ON M5J 2H7 on Thursday, October 19, 2023 at 12:00 p.m. (EST) for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal years ended December 31, 2022 and 2021, together with the auditor's report thereon;
2. to fix the number of directors at five (5) for the ensuing year;
3. to elect directors for the ensuing year as described in the information circular accompanying this Notice (the "**Information Circular**");
4. to re-appoint McGovern Hurley LLP, Chartered Professional Accountants as the Company's auditors for the ensuing fiscal year at a remuneration to be fixed by the directors;
5. to consider, and if thought fit, approve an ordinary resolution of disinterested shareholders, the full text of which is set forth in the Information Circular, relating to the approval of the stock option plan of the Company;
6. to consider, and if thought fit, to pass, with or without variation, an ordinary resolution of disinterested shareholders, ratifying and approving the grant and issuance of the Escrowed Options (as such term is defined in the Information Circular), as more particularly described in the Information Circular;
7. to consider, and if thought fit, approve an ordinary resolution of disinterested shareholders, to approve the Company's re-acquisition of a 20% interest in the NAK project, from Orecap Invest Corp. (formerly Orefinders Resources) and the related payment therefor, as more particularly described in the Circular; and
8. to transact such further or other business as may properly come before the Meeting and any adjournments thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Information Circular. The audited consolidated financial statements and related management's discussion and analysis ("**MD&A**") for the Company for the financial year ended December 31, 2022 have been provided to those shareholders who have previously requested to receive them. Otherwise, they are available upon request to the Company or they can be found on SEDAR at www.sedar.com.

The Board of Directors of the Company has by resolution fixed the close of business on September 6, 2023 as the record date for the Meeting, being the date for the determination of the registered holders of common shares of the Company entitled to notice of and to vote at the Meeting and any adjournment(s) thereof.

As described in the “notice and access” notification mailed to shareholders of the Company, the Company has opted to deliver its Meeting materials to shareholders by posting them on its website at <https://americaneaglegold.ca> and under the Company’s profile on the Canadian System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at www.sedar.com. The use of this alternative means of delivery is more environmentally friendly and more economical as it reduces the Company’s paper and printing use and thus reduces the Company’s printing and mailing costs. The Meeting materials will be available on the Company’s website for one full year.

Shareholders who wish to receive paper copies of the Meeting materials prior to the Meeting may request copies from the Company by calling 416.644.1567 or by sending an email to info@oregroup.ca no later than October 16, 2023.

Completed forms of proxy must be deposited at the office of the Company’s registrar and transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.

The Company is offering its shareholders the option to listen and participate at the Meeting by conference call at:

Conference call participation:
North America Toll-Free: 1 877 234 4610
Local (Toronto): 416 883 8981
Participant Conference Access code: 4872953 #

Shareholders will not be able to vote through the conference call; however, there will be a question and answer session following the termination of the formal business of the Meeting during which shareholders attending the conference call can ask questions

DATED at Toronto, Ontario, this 10th day of September, 2023.

BY ORDER OF THE BOARD

“Anthony Moreau”

Anthony Moreau
Chief Executive Officer

AMERICAN EAGLE GOLD CORP.

NOTICE-AND-ACCESS NOTICE

In respect of the Annual General and Special Meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of American Eagle Gold Corp. (the “**Company**”) to be held at Suite 1805, 55 University Avenue, Toronto, ON M5J 2H7 at 12:00 P.M. (Eastern time) on Thursday October 19, 2023 for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal years ended October 31, 2022 and 2021, together with the auditor’s report thereon;
2. to fix the number of directors at five (5) for the ensuing year;
3. to elect directors for the ensuing year as described in the information circular accompanying this Notice (the “**Information Circular**”);
4. to re-appoint McGovern Hurley LLP, Chartered Professional Accountants as the Company’s auditors for the ensuing fiscal year at a remuneration to be fixed by the directors;
5. to consider, and if thought fit, approve an ordinary resolution of disinterested shareholders, the full text of which is set forth in the Information Circular, relating to the approval of the stock option plan of the Company;
6. to consider, and if thought fit, to pass, with or without variation, an ordinary resolution of disinterested shareholders, ratifying and approving the grant and issuance of the Escrowed Options (as such term is defined in the Information Circular), as more particularly described in the Information Circular;
7. to consider, and if thought fit, approve an ordinary resolution of disinterested shareholders, to approve the Company’s re-acquisition of a 20% interest in the NAK project from Orecap Invest Corp. (formerly Orefinders Resources Inc.) and the related payment therefor, as more particularly described in the Information Circular; and
8. to transact such further or other business as may properly come before the Meeting and any adjournments thereof.

Notice-and-access

This Notice of Meeting is prepared under the notice-and-access rules under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Notice-and-access is a set of rules intended to reduce the volume of materials that must be physically mailed to shareholders by allowing issuers to post the Information Circular and additional materials online. Materials may be delivered electronically to shareholders. Please call the Company at 416.644.1567 if you have any questions about notice-and-access.

Accessing Meeting Materials

The Meeting materials can be viewed online under the Company’s profile at www.sedarplus.ca or at <https://americaneaglegold.ca>.

Requesting Printed Meeting Materials

Shareholders can request that printed copies of the Meeting materials be sent to them by postal delivery at **no cost to them** up to one (1) year from the date the Information Circular was filed on SEDAR. Shareholders may make their request **without charge** by calling 416.644.1567 or by sending an email to info@oregroup.ca.

Voting by Proxy

Registered holders: If you are not attending the Meeting, you can submit your proxy as follows:

By Mail: Sign, date and return the enclosed proxy to Computershare Trust Company of Canada (“**Computershare**”) at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Attention: Proxy Department.

By Telephone: Call +1(866) 732-VOTE (8683) and follow the prompts.

On the Internet: Go to www.investorvote.com and follow the instructions.

To be effective, a proxy must be received not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment thereof.

Non-registered holders: If you are not attending the meeting, use the voting information form (“**VIF**”) provided by your intermediary (bank, trust company or broker) and return it as early as practicable to ensure that it is transmitted on time (see the VIF for details). It must be received by your intermediary with sufficient time for them to file a proxy with Computershare not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment thereof by the deadline noted above.

Voting in Person: For registered holders, if you plan to attend the meeting, you must register with Computershare when you arrive at the meeting to have voting rights at the meeting. For non-registered holders, if you plan to attend the meeting, you must appoint yourself in the space provided in the VIF and register with Computershare when you arrive at the meeting to have voting rights at the meeting.