

K2 GOLD CORPORATION.
Suite 1020, 800 West Pender Street,
Vancouver, British Columbia, Canada V6C 2V6
Tel: 604-331-5090 Fax: 604-646-4526

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of **K2 Gold Corporation** (the “**Company**”) will be held at Suite 1020 – 800 West Pender Street, Vancouver, British Columbia, on Wednesday, September 27, 2023 at 11:00 a.m. Pacific Time, for the following purposes:

1. To present the financial statements of the Company, together with the auditor’s report thereon, for the fiscal year ended December 31, 2022;
2. To set the number of directors at six (6) for the ensuing year;
3. To elect six (6) directors of the Company for the ensuing year;
4. To re-appoint Davidson & Company LLP, Chartered Professional Accountants, as auditor for the Company for the ensuing year and to authorize the directors to set the auditor’s remuneration;
5. To consider, and if thought fit, to pass an ordinary resolution to ratify, confirm and approve the Company stock option plans; and
6. To transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

Shareholders are entitled to vote at the Meeting either in person or by proxy. If you are a registered shareholder of the Company and are unable to attend the Meeting in person, please complete, date and execute the accompanying form of proxy and deposit it with Endeavor Trust Corporation, 702 – 777 Hornby Street, Vancouver, BC V6Z 1S4, or follow the procedures for voting provided in the accompanying form of proxy, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting.

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

Only holders of common shares of record as at the close of business on August 08, 2023, will be entitled to vote at the Meeting.

DATED at Vancouver, British Columbia, August 08, 2023.

BY ORDER OF THE BOARD

“Anthony Margarit”

Anthony Margarit
President, CEO & Director