



Suite 650 – 669 Howe Street
Vancouver, British Columbia
V6C 0B4 Canada
www.japangold.com

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an annual general meeting (the “**Meeting**”) of the shareholders of Japan Gold Corp. (the “**Company**”) will be held virtually on **Thursday, October 20, 2022** at 3:00 p.m. (*Vancouver time*) for the following purposes:

1. to receive the annual financial statements of the Company for its fiscal year ended December 31, 2021, together with the report of the auditors thereon;
2. to appoint KPMG, LLP, as auditor for the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
3. to fix the number of directors at seven;
4. to elect directors for the ensuing year;
5. to consider, and if thought advisable, to approve the adoption of the Company’s 2022 Omnibus Equity Incentive Plan (the “**Plan**”), as more particularly set forth in the accompanying Information Circular; and
6. to transact any other business which may properly come before the Meeting, or any adjournment or postponement thereof.

To ensure the safety of our shareholders and other stakeholders entitled to attend the Meeting amidst the ongoing COVID-19 pandemic, the Company is conducting a virtual only Shareholders’ meeting. Registered Shareholders and duly appointed proxyholders (as defined in the Circular) can attend the meeting online at <https://meetnow.global/MXNMPNU> to participate, vote, or submit questions during the meeting’s live webcast.

Accompanying this notice of Meeting is the Circular, a form of proxy (“**Proxy**”) or Voting Instruction Form (“**VIF**”), and a form whereby shareholders can request to be added to the Company’s supplemental mailing list. The Circular provides more detailed information relating to the matters to be addressed at the Meeting, and forms part of this Notice.

Shareholders are encouraged to vote by proxy before the Meeting by the deadline of 3:00 p.m. (Vancouver time) on Tuesday, October 18, 2022.

The board of directors have fixed the close of business on September 6, 2022 as the record date for determining the shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournment or postponement thereof. A shareholder entitled to vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his/her stead. If you are unable to attend the Meeting, or any adjournment thereof, please date, execute, and return the enclosed Proxy in accordance with the instructions set out in the notes to the Proxy and any accompanying information from your intermediary.

DATED at Vancouver, British Columbia, this 21th day of September, 2022.

**ON BEHALF OF THE BOARD OF DIRECTORS
OF JAPAN GOLD CORP.**

By: “John G. Proust”
Chief Executive Officer and Director

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.