



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 at **Suite 650 – 669 Howe Street, Vancouver, B.C., V6C 0B4 on Thursday, October 24, 2024**, 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, 2023, together with the report of the auditors thereon;
2. to appoint Davidson & Company LLP, Chartered Professional Accountants, 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 continuation of the Company’s 2023 Omnibus Equity Incentive Plan (the “**Plan**”), as more particularly set forth in the accompanying Information Circular;
6. to consider, and if thought advisable, to pass, with or without variation, an ordinary resolution authorizing the creation of a new ‘Control Person’ of the Company upon conversion of outstanding unsecured convertible debentures, as more particularly set forth in the accompanying Information Circular; and
7. to transact any other business which may properly come before the Meeting, or any adjournment or postponement thereof.

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.

The board of directors have fixed the close of business on September 16, 2024 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 in person, please date, execute, and return the enclosed form of Proxy or VIF in accordance with the instructions set out in the notes to the Proxy or VIF and any accompanying information from your intermediary.

DATED at Vancouver, British Columbia, this 16<sup>th</sup> day of September, 2024.

**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.*