

# BRIGADIER GOLD LIMITED

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## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON **APRIL 17, 2024**

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**NOTICE IS HEREBY GIVEN** that the **Annual General and Special** meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of **BRIGADIER GOLD LIMITED** (the "**Company**") will be held at the offices of DS Lawyers Canada LLP, 1055 West Georgia Street, Suite 1750, Vancouver, British Columbia, V6E 3P3 on **Wednesday, April 17, 2024, at 12:00 PM (Pacific Time)** for the following purposes:

1. to receive the audited financial statements of the Company for the financial years ended December 31, 2023, and December 31, 2022, together with the auditor's reports thereon;
2. to fix number of directors at four (4) to be elected;
3. to elect directors of the Company for the ensuing year;
4. to appoint Davidson & Company LLP, Chartered Professional Accountants, as the Company's auditor for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditor;
5. to confirm, ratify and approve the appointment of Davidson & Company LLP, Chartered Professional Accountants, as the auditor of the Company for the financial year ended December 31, 2023;
6. to consider and, if deemed appropriate, pass a special resolution authorizing an amendment to the articles of the Company providing that the Company's issued and outstanding common shares be consolidated on the basis of one (1) post-consolidation common share for up to every thirty (30) existing common shares, as more fully described in the accompanying management information circular (the "**Information Circular**");
7. to consider and, if deemed advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in accompanying Information Circular, authorizing the change of name of the Company to "Pace Metals Ltd.", or such other name as the board of directors of the Company, in their sole discretion and subject to applicable regulatory approval, determines to be appropriate;
8. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution approving the amended stock option plan of the Company, as more particularly set forth in the accompanying Information Circular;
9. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution approving the amended restricted share unit plan of the Company, as more particularly set forth in the accompanying Information Circular; and
10. to transact such other business as may properly come before the Meeting or any adjournments thereof.

Information relating to matters to be acted upon by the shareholders at the Meeting is set forth in the accompanying Management Proxy Circular. The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice are (i) Form of Proxy or Voting Instruction Form, and (ii) Financial Statement Request Form. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

### IMPORTANT

Only Shareholders of the Company of record as at the close of business on March 13, 2024 (the "**Record Date**") are entitled to receive notice of and vote at the Meeting and only such persons or those who become holders of common shares in the capital of the Company (the "**Common Shares**") after the Record Date and comply with the provisions of the *Business Corporations Act* (British Columbia) are entitled to vote at the Meeting.

Shareholders are requested to complete, date, sign and return the accompanying instrument of proxy, or other appropriate form of proxy, in accordance with the instructions set forth in the accompanying Management Proxy Circular. An instrument of proxy will not be valid unless it is deposited at the offices of Odyssey Trust Company ("**Odyssey**") by facsimile to 800-517-4553 or by mail to #350 – 409 Granville Street, Vancouver, British Columbia V6C 1T2, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting, or any adjournment or postponements thereof at which the proxy is to be used.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.

**DATED** at Vancouver, British Columbia, this 19<sup>th</sup> day of March, 2024.

BY ORDER OF THE BOARD OF DIRECTORS:

Signed: "Robert Birmingham"  
ROBERT BIRMINGHAM  
President, Chief Executive Officer and Director