

CARLIN GOLD CORPORATION
#405 - 375 Water Street
Vancouver, British Columbia V6B 5C6
Telephone: (604)-638-1402 Facsimile: (604)-608-3878

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**Meeting**") of the shareholders of **CARLIN GOLD CORPORATION** (the "**Company**") will be held at the Company's offices, #405 – 375 Water Street, Vancouver, British Columbia, on Wednesday, October 25, 2023, at 1:00 p.m. (Vancouver Time) for the following purposes:

1. to receive and consider the report of the directors and the consolidated financial statements of the Company together with the auditor's report thereon for the financial year ended December 31, 2022;
2. to fix the number of directors at five (5);
3. to elect directors for the ensuing year;
4. to appoint Smythe LLP, Chartered Professional Accountants, as the auditors for the ensuing year at a remuneration to be fixed by the directors;
5. to consider and, if thought fit, to approve an ordinary resolution approving the Company's stock option plan, as more fully set forth in the information circular accompanying this notice; and
6. 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 "**Information Circular**") accompanying this Notice.

The board of directors of the Company has fixed the record date for the Meeting at the close of business on September 20, 2023 for determining shareholders entitled to receive notice of, and to vote at the Meeting and any postponement or adjournment of the Meeting.

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, Computershare Trust Company of Canada, 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.

DATED this 20th day of September, 2023.

BY ORDER OF THE BOARD

"K. Wayne Livingstone"
K. Wayne Livingstone
President & Chief Executive Officer