

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 #405 - 375 Water Street, Vancouver, British Columbia, on Wednesday, December 17, 2025, at 1:30 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, 2024;
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 November 12, 2025 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 Investor Services Inc., Proxy Department, 320 Bay Street, 14th Floor, Toronto, Ontario, M5H 4A6, 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 12th day of November, 2025.

BY ORDER OF THE BOARD

"K. Wayne Livingstone"

K. Wayne Livingstone
President & Chief Executive Officer