



# Newrange Gold Corp.

## NEWRANGE GOLD CORPORATION

Suite 250 – 750 West Pender Street, Vancouver, B.C. V6C 2T7

### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting (the “Meeting”) of the shareholders of Newrange Gold Corporation (the “Corporation”) will be held virtually on Wednesday, November 23, 2022 at 1:00 p.m. (local time), for the following purposes:

1. To receive the financial statements of the Corporation for the fiscal year ended April 30<sup>th</sup>, 2022 together with the auditor’s report thereon.
2. To set the number of directors for the ensuing year at four (4).
3. To elect directors for the ensuing year.
4. To appoint an auditor for the ensuing year.
5. To ratify and approve, by ordinary resolution, the Corporation’s rolling Share Option Plan.
6. To consider and, if thought advisable, to pass a special resolution approving the adoption of a new set of articles of the Company, in accordance with the *Business Corporations Act* (British Columbia);
7. To consider and, if thought advisable, to pass a special resolution (the “Consolidation Resolution”) to effect a consolidation of all of the Company’s issued and outstanding common shares on the basis of one (1) new common share of the Company for up to six (6) existing common shares of the Company (the “Consolidation”);
8. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The Board of Directors has fixed October 12, 2022 as the Record Date for determining the shareholders entitled to receive notice of and vote at the Meeting. Shareholders unable to attend the Meeting in person are requested to read the enclosed Information Circular and Proxy (or Voting Instruction Form, a “VIF”) and then complete and deposit the Proxy or VIF in accordance with its instructions. Unregistered shareholders must deliver their completed VIF in accordance with the instructions given by their financial institution or other intermediary that forwarded it to them.

**DATED** at Vancouver, British Columbia this 12<sup>th</sup> day of October, 2022.

#### **ON BEHALF OF THE BOARD OF DIRECTORS**

Signed: “*Robert Archer*”

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Robert Archer  
President & CEO

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 Corporation 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 Corporation (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.