



SANU GOLD CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF THE SHAREHOLDERS

NOTICE IS GIVEN that the annual general and special meeting (the “**Meeting**”) of the shareholders of **SANU GOLD CORP.** (the “**Corporation**”) will be held at 1030 West Georgia Street, Suite 918, Vancouver, British Columbia on **Wednesday, May 21, 2025**, at **9:00 a.m.** (Pacific Time), for the following purposes:

1. To receive the audited consolidated financial statements of the Corporation for the year ended June 30, 2024 together with the report of the auditors thereon;
2. To fix the number of directors for the ensuing year at four (4);
3. To elect the directors for the ensuing year;
4. To appoint *Davidson & Company LLP, Chartered Professional Accountants* as the Corporation’s auditors for the ensuing fiscal year at a remuneration to be fixed by the directors;
5. To consider and, if thought fit, to consider and, if thought fit, to approve, with or without variation, an ordinary resolution approving an Omnibus Incentive Plan (the “**New Plan**”), including the reservation for issuance pursuant to the exercise of options under the New Plan at any time of a maximum of 10% of the issued and outstanding Common Shares of the Corporation and a maximum of 38,417,803 Common Shares of the Corporation for issuance pursuant to awards under the New Plan other than options, subject to any amendments that may be required by the TSX Venture Exchange (“**TSXV**”), as more particularly described in the accompanying management information circular (the “**Information Circular**”); and
6. To transact such further or other business as may properly come before the Meeting and any adjournment(s) or postponement thereof.

The details of all matters proposed to be put before Shareholders at the Meeting are set forth in the accompanying Information Circular. At the Meeting, Shareholders will be asked to approve each of the foregoing items.

The Meeting will be held in Person.

Upon request, the Corporation will make available a telephone conference line

To receive the dial-in information, please email Michelle Teshima at admin@sentinelcorp.ca no less than 48 hours prior to the Meeting Date.

Please note that Shareholders who dial in to the Meeting will not be able to vote at the Meeting. Shareholders who dial in must vote in advance in accordance with the instructions set out in this Information Circular.

The directors of the Corporation have fixed April 3, 2025 as the record date for the Meeting (the “**Record Date**”). Only Shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment(s) or postponement(s) of the Meeting.

The Corporation has opted to use the notice-and-access rules developed by Canadian Securities Administrators (“CSA”) to reduce the volume of paper in the materials distributed for the Meeting. Instead of receiving the Information Circular with the form of proxy or voting instruction form, Shareholders received a notice-and-access notification with instructions for accessing the remaining Meeting Materials online. The Information Circular and other relevant materials are available via the internet at www.sanugoldcorp.com/agm or under the Corporation’s profile on the SEDAR+ website at www.sedarplus.ca.

Your vote is important. Management recommends you vote your Common Shares in advance of the Meeting, as we believe it is in the best interests of the Shareholders, directors and employees for Shareholders to communicate their votes and their opinions with the Corporation in advance of, instead of at, the Meeting. Only registered Shareholders and duly appointed proxyholders will be permitted access to the Meeting. The Corporation is not aware of any items of business to be brought before the Meeting other than those noted above and further described in the accompanying Information Circular.

The Information Circular accompanying this Notice of Meeting provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to and expressly made a part of this Notice of Meeting. Also accompanying this Notice of Meeting is either a proxy for registered Shareholders or a voting instruction form for non-registered Shareholders.

Whether or not you expect to attend the Meeting or any postponement or adjournment thereof, **PLEASE SIGN, DATE AND RETURN THE ENCLOSED PROXY PROMPTLY IN THE ENCLOSED ENVELOPE OR VOTE BY PROXY USING THE INTERNET BY FOLLOWING THE INSTRUCTIONS PROVIDED IN THE ACCOMPANYING PROXY.**

If you are a registered Shareholder and unable to attend the Meeting in person, please exercise your right to vote by dating, completing, signing and depositing the proxy with Odyssey Trust Company: (a) by mail using the enclosed return envelope or one addressed to Odyssey Trust Company at 350 - 409 Granville Street, Vancouver, BC, V6C 1T2; or (b) through the internet at www.vote.odysseytrust.com using your 12-digit control number found on your proxy.

Your proxy must be received by no later than 9:00 a.m. (Pacific time) on Friday, May 16, 2025 or at least 48 hours (excluding Saturdays, Sundays and holidays) before the time that the Meeting is to be reconvened after any adjournment(s) or postponements(s) of the Meeting. The deadline for the deposit of proxies may be waived or extended by the Chair of the Meeting at the Chair’s discretion without notice. If you vote by the Internet, DO NOT mail back the proxy.

If you are a non-registered Shareholder and received a Notice and Access Notification to Shareholders and voting instruction form from an intermediary, such as an investment dealer, brokerage firm, bank, trust company, trustee, custodian, administrator or other nominee, or a clearing agency in which the intermediary participates (each, an “**Intermediary**”), please complete and return the voting instruction form in accordance with the instructions provided to you by your Intermediary.

Your promptness in returning the proxy will assist in the expeditious and orderly processing of proxies and will ensure that your Common Shares are represented.

DATED at Vancouver, British Columbia on April 8, 2025.

BY ORDER OF THE BOARD

“Martin Pawlitschek”

Martin Pawlitschek

President, Chief Executive Officer and Director