

ESGOLD CORP.

Suite 1500 – 1055 West Georgia Street
Vancouver, British Columbia V6E 4N7
Telephone: (416) 459-6156

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Take notice that the annual general meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of ESGold Corp. (the “**Corporation**”) will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, Canada, by way of in-person/teleconference call on Friday, December 16, 2022 at 10:00 a.m., Pacific Time.

The Company is offering Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call as follows:

Dial by your location

Canada Toll Free: 1-855-244-8677
Canada Toll: 1-416-915-6530
US Toll Free: 1-855-282-6330
US Toll: 1-415-655-0002
Attendee Access Code: 95400309

The Meeting is to be held for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the financial year ended June 30, 2022, the report of the auditor thereon and the related management discussion and analysis;
2. to elect directors of the Corporation for the ensuing year;
3. to appoint an auditor of the Corporation for the ensuing year and to authorize the directors to fix their remuneration; and
4. to consider and, if thought fit, to pass an ordinary resolution to ratify, confirm and approve the Corporation’s Omnibus Incentive Plan, as described in the accompanying Information Circular.

The Meeting will also consider any permitted amendment to or variation of any matter identified in this Notice, and transact such other business as may properly come before the Meeting or any adjournment thereof. An Information Circular accompanies this Notice and contains details of the matters to be considered at the Meeting.

A copy of the Corporation’s audited consolidated financial statements for the financial year ended June 30, 2022, the report of the auditor and related management discussion and analysis (the “**Financial Statements**”). will be made available at the Meeting. Copies of the Financial Statements are also available on the Corporation’s SEDAR profile at www.sedar.com.

Registered shareholders who are unable to attend the Meeting in person and wish to ensure that their shares will be voted at the Meeting, must 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.

If your shares are held in a brokerage account you are not a registered shareholder. Unregistered 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.

Note of Caution Concerning COVID-19

At the date hereof the Company intends to hold the Meeting at the location stated in the Notice of Meeting. However, due to potential unforeseen changes in the ongoing coronavirus COVID-19 pandemic (“COVID-19”), we recommend all shareholders submit votes by sending in a properly completed and signed form of proxy (or voting instruction form) prior to the Meeting following instructions in the Information Circular. The Company reserves the right to take pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to changes in COVID-19 including: change of Meeting date, change of Meeting venue or the way in which the Meeting is held, for example by virtual meeting. Should any changes to the Meeting occur, the Company will announce any and all changes by way of news release filed under the Company’s profile on SEDAR at www.sedar.com. Please check the Company’s SEDAR profile prior to the Meeting for the most current information. In the event of changes to the Meeting format due to COVID-19, the Company will not prepare or mail amended Meeting Proxy Materials.

Shareholders who wish to attend the meeting via teleconference must **submit votes by Proxy ahead of the proxy deadline of 10:00 a.m. (Pacific Time) on December 14, 2022.** Attendance by teleconference allows Shareholders to listen to, but not to vote at the Meeting.

DATED at Vancouver, British Columbia, this 16th day of November, 2022.

BY ORDER OF THE BOARD

“Jean-Yves Therien”

Jean-Yves Therien
Chief Executive Officer and Director