

ESGOLD CORP.

Suite 1500 – 1055 West Georgia Street
Vancouver, British Columbia V6E 4N7
Telephone: (604) 506-7555

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 “**Company**”) will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, Canada on Thursday, December 14, 2023 at 10:00 a.m. (PST) for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the financial year ended June 30, 2023, the report of the auditor thereon and the related management discussion and analysis.
2. To elect directors of the Company for the ensuing year.
3. To appoint Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration.
4. To consider and, if thought fit, to pass an ordinary resolution to ratify and approve the continuation of the Company’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 Company’s audited consolidated financial statements for the year ended June 30, 2023, the report of the auditor thereon 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 Company’s SEDAR profile at www.sedarplus.ca.

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.

DATED at Vancouver, British Columbia, this 15th day of November, 2023.

BY ORDER OF THE BOARD

“Jean-Yves Therien”

Jean-Yves Therien
Chief Executive Officer and Director