

ROOGOLD INC.
82 Richmond Street East
Toronto, Ontario M5C 1P1

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE (“**Notice**”) is given that an annual meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of RooGold Inc. (“**ROO**” or the “**Company**”) will be held by video/teleconference on Tuesday, June 21, 2022 at 1:00 p.m. (Vancouver time), for the following purposes:

- (i) To table the Company’s audited financial statements for the fiscal year ended December 31, 2021, the report of the auditor and the related management discussion and analysis;
- (ii) To set the number of directors to be elected at three (3);
- (iii) To elect the directors of the Company;
- (iv) To appoint Crowe MacKay LLP as ROO’s auditor for the ensuing year or until their successor is appointed, and to authorize the Board of Directors to fix the remuneration to be paid to the auditor;
- (v) To consider and, if thought fit, to pass with or without variation an ordinary resolution to approve the Company’s stock option plan; and
- (vi) To transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The Company’s Board has fixed May 16, 2022 as the record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered Shareholder at the close of business on that date is entitled to receive notice and vote at the Meeting.

If you are a registered Shareholder of ROO and are unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with ROO’s transfer agent, Odyssey Trust Company, 350 - 409 Granville Street, Vancouver, British Columbia, V6C 1T2, no later than 1:00 p.m. (Vancouver time) on June 17, 2022 or at least 2 business days before the time and date of any adjournment or postponement of the Meeting.

If you are a non-registered Shareholder and received this Notice and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, or other similar self-administered savings or investment plan, or a nominee of any of the foregoing that holds your securities on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

To Vote Your Proxy Online please visit:

<https://login.odysseytrust.com/pxlogin> and click on VOTE . You will require the CONTROL NUMBER printed with your address to the right on your proxy form. If you vote by internet, do not mail your proxy.

1. By mail or personal delivery to Odyssey Trust Company, United Kingdom Building, 350 – 409 Granville Street, Vancouver, B.C. V6C 1T2; or
2. By fax to Odyssey, to the attention of the Proxy Department at 1-800-517-4553 (toll free within Canada and the U.S.) or 416-263-9524 (international); or
3. By internet by going to <https://login.odysseytrust.com/pxlogin> and following the online voting instructions given to you.

To Access the Meeting:

Shareholders will have two options to access the Meeting, being via teleconference or through the Zoom application, which requires internet connectivity. Registered shareholders wishing to vote in person and any shareholders wishing

to view materials that may be presented by the Corporation's management will need to utilize the Zoom application but any shareholder may listen to the Meeting via teleconference.

Registered shareholders participating via teleconference will not be able to vote in person at the Meeting as the Corporation's scrutineer must take steps to verify the identity of registered shareholders using the video features.

In order to dial into the Meeting within Canada, shareholders will phone +1 (778) 907-2071 and enter the Meeting ID and Passcode noted below.

Outside of Canada, please find your local number: <https://us06web.zoom.us/j/87338201858?pwd=T2ptamdOalVBNWxRY2s5ems0RTBOUT09>

In order to access the Meeting through Zoom, shareholders will need to download the application onto their computer or smartphone and then once the application is loaded, enter the Meeting ID and Passcode below or open the following link:

<https://us06web.zoom.us/j/87338201858?pwd=T2ptamdOalVBNWxRY2s5ems0RTBOUT09>

Shareholders will have the option through the application to join the video and audio or simply view and listen.

Meeting ID: 873 3820 1858
Passcode: 736943

Dated at Vancouver, British Columbia, this 20th day of May, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

Signed: "**Carlos Espinosa**"

Carlos Espinosa
Chief Executive Officer, President & Director