

ELEMENT79 GOLD CORP.
#230 - 997 Seymour Street
Vancouver, BC V6B 3M1
Telephone: (403) 850.8050

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of shareholders of Element79 Gold Corp. (the “**Company**”) will be held at the offices of Clark Wilson LLP at 900 – 885 West Georgia Street, Vancouver, BC V6C 3H1, on Wednesday, June 22, 2022, at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

- (1) to receive the audited financial statements of the Company for the period from incorporation on February 27, 2020 to August 31, 2020, and for the fiscal year ended August 31, 2021 and the accompanying reports of the auditors;
- (2) to set the number of directors of the Company at four (4) for the ensuing year;
- (3) to elect Konstantin Lichtenwald, Neil Pettigrew, Antonios Maragakis and Shane Williams as directors of the Company;
- (4) to ratify the setting of the number of directors at three (3) for the financial year ended August 31, 2021;
- (5) to ratify, confirm and approve Konstantin Lichtenwald, Julie Hajduk, and Thomas Lynch as directors of the Company for the year ended August 31, 2021, and the appointment of Neil Pettigrew as a director following the resignation of Thomas Lynch during the year ended August 31, 2021;
- (6) to appoint SHIM & Associates LLP, Chartered Professional Accountants, as the auditors of the Company for the fiscal year ending August 31, 2022 and to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending August 31, 2022;
- (7) to ratify the appointment of SHIM & Associates LLP, Chartered Professional Accountants, as the auditors of the Company for the period from incorporation on February 27, 2020 to August 31, 2020, and for the fiscal year ended August 31, 2021, and to ratify the remuneration that was paid to the auditors for the period from incorporation on February 27, 2020 to August 31, 2021;
- (8) to consider and, if thought fit, to approve an ordinary resolution to ratify, confirm and approve the adoption of the Company’s Omnibus Equity Incentive Plan as further described in the Information Circular (the “**Information Circular**”);
- (9) to consider and, if thought fit, to approve a special resolution to adopt new articles for the Company (the “**New Articles**”) which would replace the Company’s current Articles (the “**Existing Articles**”), as described in the accompanying Information Circular;
- (10) to consider and, if thought fit, to pass a resolution authorizing the Company to make application to the Supreme Court of British Columbia pursuant to Section 229 of the Business Corporations Act, British Columbia, in order to rectify the Company’s failure to hold an annual general meeting during the 2021 calendar year and, in connection therewith, to distribute interim and annual financial statements; and

- (11) to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular 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 (the “**Notice of Meeting**”).

The Company’s board of directors has fixed May 17, 2022 as the record date for the determination of shareholders entitled to 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 such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

In view of the current and rapidly evolving COVID-19 outbreak, the Company asks that, in considering whether to attend the Meeting in person, shareholders follow the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/2019-novel-coronavirus-infection.html>) The Company encourages shareholders not to attend the Meeting in person if experiencing any of the COVID-19 symptoms described by public health authorities. The Company may take additional precautionary measures in relation to the Meeting in response to further developments in the COVID-19 outbreak. As always, the Company encourages shareholders to vote prior to the Meeting. Shareholders are encouraged to vote on the matters before the Meeting by proxy.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please vote by proxy by following the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

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

DATED at Vancouver, British Columbia, this 19th day of May, 2022.

By Order of the Board of Directors of

ELEMENT79 GOLD CORP.

“James Tworek”

James Tworek
Chief Executive Officer

**PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING,
PLEASE VOTE ONLINE OR COMPLETE, SIGN AND DATE THE ENCLOSED FORM OF PROXY AND
PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED.**