

ELEMENT79 GOLD CORP.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of the holders of common shares (“**Common Shares**”) of Element79 Gold Corp (the “**Corporation**”) will be held at Suite 1100-1111 Melville Street Vancouver, British Columbia, V6E3V6 on Tuesday December 19, 2023 at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

1. to consider and, if thought appropriate, to pass, with or without variation, a special resolution allowing the Corporation issuing Shares for Debt in the amount of up to \$3.76 Million at \$0.10 per share for an aggregate number of shares of 37,600,000;
2. to consider, and if thought appropriate, pass, subject to regulatory approval, an ordinary resolution of disinterested shareholders approving the conversion of existing loan owed by the Corporation to Tellus LLC (“**Tellus**”) into Common Shares at an issue price of Cdn \$0.10 per Common Share, as more particularly described in the Circular, and the creation of Tellus as a new Control Person (as such term is defined in the policies of the TSX Venture Exchange) (the “**Control Person Resolution**”); and
3. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

Shareholders are referred to the management information circular for more detailed information with respect to the matters to be considered at the Meeting.

The directors have fixed the record date for the Meeting as the close of business on November 6, 2023. Only holders of Common Shares of record as at that date are entitled to receive notice of the Meeting and to vote there at or at any adjournment or postponement thereof, except to the extent that a person has transferred any Common Shares after that date and the new holder of such Common Shares establishes proper ownership and requests, not later than ten days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting.

DATED at Vancouver, British Columbia, this 22nd day of **November 2023**.

BY ORDER OF THE BOARD OF DIRECTORS:

ELEMENT79 GOLD CORP.

Signed: “James Tworek”

JAMES TWOREK

Chief Executive Officer

If you are a registered shareholder of the Corporation and are unable to attend the Meeting in person, please date and sign the enclosed form of proxy and return it in the envelope provided. All completed proxies, to be valid, must be deposited at the office of the Corporation's registrar and transfer agent, Attention: Odyssey Trust Company (“Odyssey”), by facsimile to 800-517-4553 or by mail to Attn: Proxy Department, Suite 702, 67 Yonge St., Toronto, ON M5E 1J8 not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any adjournment or postponement thereof, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently. If you are not a registered shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the voting instruction form in accordance with the instructions provided to you by your broker or intermediary.