

**ASHLEY GOLD CORP.**  
Suite 1150, 707 – 7 Avenue SW  
Calgary, Alberta T2P 3H6

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Shares**”) of **Ashley Gold Corp.** (the “**Corporation**”) will be held at Suite 1150, 707 – 7<sup>th</sup> Avenue SW, Calgary, Alberta T2P 3H6 on Wednesday, May 10, 2023 at 10:00 a.m. (MST) for the following purposes:

**TO PARTICIPATE, VOTE OR SUBMIT QUESTIONS DURING THE MEETING,  
PLEASE REFER TO THE FOLLOWING DIAL-IN INSTRUCTIONS:**

**Dial-in Toll-Free: 1-888-433-2192**  
**Participant Code: 8832221**

The Meeting is to be held for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial years ended December 31, 2022 and 2021, together with the auditors' report thereon;
2. to fix the size of the Board at four (4) members;
3. to elect the Board to serve until the next annual meeting of the Shareholders or until their successors are duly elected or appointed;
4. to appoint MNP LLP, Chartered Accountants, as auditors and to authorize the board of directors to fix the auditors' remuneration;
5. to consider and, if thought advisable, to pass a resolution as set forth in the accompanying Information Circular re-approving the stock option plan for the Corporation; and
6. to transact such other business as may properly be brought before the Meeting, or any adjournment(s) thereof.

Specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular, which accompanies this Notice of Meeting.

Each person who is a Shareholder of record at the close of business on March 31, 2023 (the “**Record Date**”), will be entitled to notice of, and to attend and vote at the Meeting provided that, to the extent a Shareholder as of the Record Date transfers the ownership of any Shares after such date and the transferee of those Shares establishes that the transferee owns the Shares and demands, not later than 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Shares at the Meeting.

**THE BOARD OF DIRECTORS AND MANAGEMENT REQUEST ALL SHAREHOLDERS VOTE BY PROXY AND NOT ATTEND THE MEETING IN PERSON. THE CONFERENCE NUMBER IS PROVIDED BELOW AND IT ENABLES SHAREHOLDERS TO PARTICIPATE IN A VOICE ONLY CONFERENCE CALL.**

**Dial-in Toll-Free: 1-888-433-2192**  
**Participant Code: 8832221**

Calgary, Alberta  
March 31, 2023

By Order of the Board of Directors  
(Signed) "**Darcy J. Christian**"  
President and Chief Executive Officer

*Shareholders who are unable to attend the Meeting in person are requested to **COMPLETE AND SIGN THE ACCOMPANYING FORM OF PROXY** and forward it in the enclosed envelope to TSX Trust Company, 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1 or by fax to (416) 595-9593 not later than 10:00 a.m. (MST) on **Monday, May 8, 2023**, or 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement or any adjournment of the Meeting, in order for such proxy to be used at the Meeting, or any adjournment(s) thereof.*