

GALLOPER GOLD CORP.
Suite 900 – 885 West Georgia Street
Vancouver, BC V6C 3H1
Telephone: 778-655-9266

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 (the “**Shareholders**”) of Galloper Gold Corp. (the “**Company**”) will be held at the offices of Clark Wilson LLP at Suite 900 – 885 West Georgia Street, Vancouver, British Columbia, on Tuesday, June 18, 2024, at 10:30 a.m. (Pacific Standard time) for the following purposes:

- (1) to receive the audited financial statements of the Company for the fiscal year ended December 31, 2023, and the accompanying report of the auditors;
- (2) to set the number of directors of the Company at four (4);
- (3) to elect Mark Scott, Ravinder Mlait, Bryan Loree and Peter Lauder as directors of the Company;
- (4) to appoint D&H Group LLP, Chartered Professional Accountants as the auditors of the Company for the fiscal year ending December 31, 2024;
- (5) to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending December 31, 2024;
- (6) to consider and, if thought fit, to pass an ordinary resolution to ratify, confirm and approve the adoption of the Company’s Omnibus Equity Incentive Plan and the granting of equity awards thereunder in an amount up to 20% of the total issued and outstanding Shares, from time to time, for stock options and all other compensation securities including restricted share units, performance share units and deferred share units, all as described in the accompanying information circular (the “**Information Circular**”); and
- (7) 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 Company will utilize the notice-and-access model provided for under National Instrument 54-101 (“**Notice and Access**”) for the delivery of its information circular (the “**Information Circular**”), the Company’s audited financial statements and the Management’s Discussion & Analysis for the financial year ended December 31, 2023 (collectively, the “**Meeting Materials**”), to its Shareholders in respect of the Meeting.

Under Notice and Access, instead of receiving paper copies of the Meeting Materials, Shareholders will be receiving a notice with information on how they may access the Meeting Materials electronically. However, Shareholders will receive a proxy or voting instruction form, as applicable, enabling them to vote at the Meeting. The use of this alternative means of delivery is more environmentally friendly, as it will help reduce paper use and it will also reduce the Company’s printing and mailing costs.

The Company will mail paper copies of the Meeting Materials to those registered and beneficial Shareholders who have previously elected to receive paper copies of the Company’s Meeting Materials. All other Shareholders will

receive a Notice and Access notification, which will contain information on how they may access the Meeting Materials electronically in advance of the Meeting.

The board of directors of the Company has fixed May 6, 2024 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.

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 7th day of May, 2024.

By Order of the Board of Directors of

GALLOPER GOLD CORP.

“Mark Scott”

Mark Scott
Chief Executive Officer and Director