

## NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON TUESDAY, JUNE 18, 2024

You are receiving this notification because **Galloper Gold Corp.** (the "**Corporation**") has opted to use the "notice and access" model for the delivery of its management information circular (the "**Information Circular**") to the holders (the "**Shareholders**") of common shares in the capital of the Corporation in respect of its annual general and special meeting of Shareholders to be held on Tuesday, June 18, 2024 (the "**Meeting**").

Under "notice and access" instead of receiving paper copies of the Information Circular, Shareholders are receiving this notice with information on how to access the Information Circular electronically. Shareholders will also be receiving a proxy or voting instruction form, as applicable, together with this notification to use to vote at the Meeting.

The use of this alternative means of delivery is more environmentally friendly and more economical. It reduces the Corporation's paper use and it also reduces the Corporation's printing and mailing costs.

## **MEETING DATE AND LOCATION**

WHEN: Tuesday, June 18, 2024

10:30 A.M Pacific Time

WHERE: 900 - 885 West Georgia St. Vancouver, BC V6C 3H1

# SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS AT THE MEETING:

- 1. to receive and consider the financial statements of the Company for the financial 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 at a remuneration to be fixed by the board of directors of the Company;
- 5. 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; and
- 6. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

## SHAREHOLDERS ARE REMINDED TO <u>REVIEW</u> THE INFORMATION CIRCULAR <u>PRIOR</u> TO VOTING.

## WEBSITES WHERE THE INFORMATION CIRCULAR IS POSTED:

The Information Circular can be viewed online under the Corporations profile at <u>www.sedarplus.ca</u>, on the Corporation's website at <u>https://gallopergold.com/</u> or on Endeavor's website at <u>https://www.eproxy.ca/GalloperGold/2024AGSM/.</u>

The Financial Statement Request Card will be mailed to Shareholders together with the proxy or voting instruction form, as applicable, and this notification to use to vote at the Meeting.

## HOW TO OBTAIN PAPER COPIES OF THE INFORMATION CIRCULAR

Shareholders may request paper copies of the Information Circular and other meeting materials, including the audited consolidated financial statements of the Corporation for the year ended December 31, 2023 and the report of the auditors thereon and related Management's Discussion and Analysis, by first class mail, courier or the equivalent at no cost to the shareholder. Requests must be made by email to <a href="mailto:proxy@endeavortrust.com">proxy@endeavortrust.com</a> or by calling toll-free at 1-888-787-0888. Requests may be made up to one year from the date the Information Circular was filed on SEDAR+.

For Shareholders who wish to receive paper copies of the Information Circular in advance of the voting deadline, requests must be received **no later than June 7**, **2024**. The Information Circular will be sent to such Shareholders within three business days of their request if such requests are made before the Meeting. Following the Meeting, the Information Circular will be sent to such Shareholders within ten days of their request.

#### Requests must be made by email to proxy@endeavortrust.com or by calling toll-free at 1-888-787-0888.

#### VOTING

**YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote your securities, you must vote using the method set out in the enclosed voting instruction form or proxy.

<u>Registered Holders</u> are asked to return their proxies using the following methods by the proxy deposit date noted on the proxy, which is by 10:30 AM Pacific Time on Friday, June 14, 2024:

ONLINE:	Go to <u>www.eproxy.ca</u> and follow the instructions.
EMAIL:	Send to proxy@endeavortrust.com
FACSIMILE:	Fax to Endeavor Trust Corporation. at 604-559-8908.
MAIL:	Complete the form of proxy or any other proper form of proxy, sign it and mail it to:
	Endeavor Trust Corporation Suite 702, 777 Hornby Street Vancouver, BC V6Z 1S4

<u>Beneficial Holders</u> are asked to return their voting instructions using the following methods at least one business day in advance of the proxy deposit date noted on your voting instruction form:

- **INTERNET:** Go to <u>proxyvote.com</u> and follow the instructions.
- **MAIL:** Complete the voting instruction form, sign it and mail it in the envelope provided.

#### Shareholders with questions about notice and access can call toll free at 1-888-787-0888.