

## G2 GOLDFIELDS INC.

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

**NOTICE IS HEREBY GIVEN** that an annual general and special meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of G2 Goldfields Inc. (the “**Company**”) will be held at 150 King Street West, 27<sup>th</sup> Floor on Tuesday, the 28<sup>th</sup> day of January, 2025 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive and consider the financial statements of the Company for the fiscal year ended May 31, 2024, together with the report of the auditors thereon;
2. to elect the directors of the Company for the ensuing year;
3. to re-appoint MNP LLP, Professional Chartered Accountants, as the auditors of the Company for the ensuing year and to authorize the board of directors of the Company (the “**Board**”) to fix their remuneration;
4. to consider and, if thought fit, to pass, with or without variation, a special resolution of the Shareholders (the “**Arrangement Resolution**”) approving an arrangement (the “**Arrangement**”) pursuant to Section 192 of the *Canada Business Corporations Act* (the “**CBCA**”) among the Company, the Shareholders, and G3 Goldfields Inc. (“**G3**”), which will result in Shareholders receiving common shares of G3, as more fully described in the accompanying management information circular (“**Circular**”);
5. to consider and, if thought fit, to pass, with or without variation, a special resolution of the Shareholders approving a reduction in the stated capital of the common shares of the Company, without any distribution to the Shareholders, by such amount as the Board of Directors of the Company determines at the relevant time is required so that the realizable value of the Company’s assets is not less than the aggregate of the Company’s liabilities and the stated capital of the common shares of the Company;
6. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution, excluding the votes of interested persons, as more particularly set forth in the Circular, approving J. Patrick Sheridan as a new control person of G3;
7. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution approving the adoption by G3 of a rolling 10% stock option plan, subject to regulatory acceptance, as more fully described in the accompanying Circular;
8. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution approving the adoption by G3 of a restricted share unit plan, subject to regulatory acceptance, as more fully described in the accompanying Circular; and
9. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

**AND TAKE NOTICE** that dissenting registered Shareholders in respect of the proposed Arrangement in paragraph 4 above are entitled to be paid the fair value of their shares in accordance with Section 190 of the CBCA. Pursuant to the interim order of the Ontario Superior Court of Justice (Commercial List) dated December 19, 2024 (the “**Interim Order**”) and the CBCA, a registered Shareholder may, until 5:00 p.m. (Toronto time) on January 24, 2025 or two business days prior to any adjournment of the Meeting, give the Company a written notice of dissent by registered mail addressed to the Company at its address for such purpose, c/o Cassels Brock & Blackwell LLP, 40 Temperance Street, Suite 3200, Toronto, Ontario,

M5H 0B4, Attention: Stephanie Voudouris (with a copy by email to [svoudouris@cassels.com](mailto:svoudouris@cassels.com)) with respect to the Arrangement Resolution. As a result of giving a written notice of dissent, a registered Shareholder may, on receiving a notice of adoption of the Arrangement Resolution under Section 190 of the CBCA, require the Company to purchase all of the common shares of the Company held by such registered Shareholder in respect of which the notice of dissent was given, provided that such registered Shareholder has otherwise complied with the dissent procedures in the Interim Order. These dissent rights are described in the accompanying Circular in respect of the Meeting. Failure to strictly comply with the requirements set forth in the Interim Order may result in the loss of any right of dissent.

The Board has fixed the close of business on December 17, 2024 as the record date (the “**Record Date**”) for determining Shareholders entitled to receive notice of and to vote at the Meeting and any adjournment or postponement thereof. Only Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

This Notice is accompanied by a form of proxy, the Circular and a supplemental mailing list form. The Company strongly encourages each Shareholder to submit a form of proxy or voting instruction form in advance of the Meeting using one of the methods described below and in the Circular. Registered Shareholders should complete, date and sign a proxy form in advance of the Meeting and return it in the envelope provided for that purpose to the Company c/o TSX Trust Company (“**TSX Trust**”) at 301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, by courier, by mail, by fax at 1.416.595.9593, or by electronic voting through [www.voteproxyonline.com](http://www.voteproxyonline.com). Votes cast electronically are in all respects equivalent to, and will be treated in the exact same manner as, votes cast via a paper proxy form. Further details on the electronic voting process are provided in the form of proxy. Beneficial Shareholders who receive the Meeting materials through their broker or other intermediary should complete and return their form of proxy or voting information form in accordance with the instructions provided by their broker or intermediary. Shareholders are reminded to review the Circular prior to voting.

The Board has, by resolution, fixed 10:00 a.m. (Toronto time) on January 24, 2025, or in the event of an adjournment or postponement of the Meeting, 48 hours before the time of the adjourned or postponed Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxy forms to be used or acted upon at the Meeting, or any adjournment or postponement thereof, must be deposited with the Company’s transfer agent and registrar, TSX Trust. Alternatively, a proxy form may be given to the Chair of the Meeting at which the proxy form is to be used. Late forms of proxy may be accepted or rejected by the Chair of the Meeting in his discretion, and the Chair is under no obligation to accept or reject any particular late form of proxy.

Shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out in this Notice and the Circular, regardless of whether the Shareholders will be attending the Meeting in person.

DATED at Toronto, Ontario, Canada as of the 20<sup>th</sup> day of December, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) “*Daniel Noone*”

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Daniel Noone, President and Chief Executive Officer