

**MEDGOLD RESOURCES CORP.**

Suite 650 - 200 Burrard Street  
Vancouver, BC V6C 3L6  
Telephone: 604-801-5432

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS  
AND  
NOTIFICATION OF NOTICE AND ACCESS TO SHAREHOLDERS**

TO THE SHAREHOLDERS OF MEDGOLD RESOURCES CORP.:

An Annual General and Special Meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Medgold Resources Corp. (“**Medgold**” or the “**Company**”) will be held at the Company’s office, 200 Burrard Street, Suite 650, Vancouver, British Columbia on August 31, 2023 at 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the audited consolidated financial statements of Medgold for the fiscal years ended December 31, 2021 and December 31, 2022, and the Independent Auditors’ Report thereon;
2. to appoint Smythe LLP, Chartered Professional Accountants, as Medgold’s independent auditor for the ensuing year and to authorize the directors of the Company to fix the remuneration to be paid to the auditor, as more particularly described in the section “Particulars of Matters to be Acted Upon – Appointment and Remuneration of Auditors” in the accompanying management information circular (the “**Circular**”);
3. to fix the number of directors to be elected at the Meeting at five (5) and to elect directors to hold office until the next Annual General Meeting, as more particularly described in the section “Particulars of Matters to be Acted Upon – Setting the Number of Directors and Election of Directors” in the accompanying Circular;
4. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution (the “**Option Plan Resolution**”) approving Medgold’s amended and restated stock option plan (the “**Amended and Restated Option Plan**”), as more particularly described in the section “Particulars of Matters to be Acted Upon – Approval of the Amended and Restated Option Plan” in the Circular;
5. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution (the “**Equity Plan Resolution**”) of the Shareholders approving an equity incentive compensation plan (the “**Equity Plan**”) permitting the grant of restricted share units, performance share units and deferred share units, as more particularly described in the section “Particulars of Matters to be Acted Upon – Approval of the Equity Incentive Compensation Plan” in the Circular;
6. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution (the “**RTO Resolution**”), authorizing, confirming and approving the reverse takeover of Medgold by way of a three-cornered amalgamation of a wholly-owned subsidiary of Medgold and Balkan Metals Corp., as more particularly described in the section “Particulars of Matters to be Acted Upon – Approval of the RTO” in the Circular;
7. to consider and, if thought appropriate, to pass, with or without variation, a special resolution (the “**Consolidation Resolution**”) authorizing, confirming and approving the consolidation of Medgold’s common shares on a 16:1 basis, as more particularly described in the section “Particulars of Matters to be Acted Upon – Approval of the Consolidation of the Common Shares” in the Circular;
8. to consider and, if thought appropriate, to pass, with or without variation, a special resolution (the “**Name Change Resolution**”) authorizing, confirming and approving the name change of Medgold to “Electrum Metals Group Corp.” as more particularly described in the section “Particulars of Matters to be Acted Upon – Approval of Name Change” in the Circular;
9. to consider and, if thought appropriate, to pass, with or without variation, a special resolution to adopt new articles of Medgold (the “**New Articles Resolution**”), as more particularly described in the section “Particulars of Matters to be Acted Upon – Approval of the Adoption of the New Articles” in the accompanying Circular; and

10. to transact such other business as may properly come before the Meeting.

The Circular and a form of Proxy accompany this notice of meeting (the “**Notice of Meeting**”). The Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this Notice of Meeting.

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy holder to attend and vote in his or her place. If you are unable to attend the Meeting or any adjournment in person, please read the notes accompanying the enclosed form of Proxy and then complete, sign, and date the Proxy and return it within the time and to the location set out in the notes. Medgold’s management is soliciting the enclosed form of Proxy but, as set out in the notes, you may amend the Proxy if you wish by striking out the names listed and inserting the name of the person you want to represent you at the Meeting in the space provided.

**If you are a non-registered Shareholder and have received this Notice of Meeting and accompanying Circular from your broker or another intermediary, please complete and return the voting instruction or other authorization form provided to you by your broker or other intermediary in accordance with the instructions provided to you.**

Shareholders are hereby notified that Medgold is using “notice and access” delivery pursuant to the provisions of National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* (“**Notice and Access**”) to furnish proxy materials, which include the Circular, (the “**Meeting Materials**”) to Shareholders over the internet. Under Notice and Access, instead of receiving paper copies of the Meeting Materials, Shareholders receive this Notice of Meeting to advise them how to either obtain the Meeting Materials electronically or request a paper copy of the Meeting Materials. The Company believes that this delivery process will expedite Shareholders’ receipt of Meeting Materials and lower the costs and reduce the environmental impact of the Meeting. Those Shareholders with existing instructions on their account to receive paper materials will receive paper copies of the Meeting Materials with this Notice of Meeting.

The Meeting Materials are available on the Company’s SEDAR profile located at [www.sedar.com](http://www.sedar.com) and are also available on the Company’s website at: <https://www.medgoldresources.com/agm-documents>. The Meeting Materials will remain on the Company’s website for one year following the date of this Notice of Meeting. Shareholders are reminded to access and review all of the information contained in the Circular and other Meeting Materials before voting.

Shareholders may request a paper copy of the Meeting Materials by telephone at any time prior to the Meeting by calling toll-free at 1-800-564-6253 (or, for holders outside of North America, 1-514-982-7555). A paper copy will be sent to you within three business days of receiving your request. To receive the Meeting Materials prior to the proxy cut-off for the Meeting, you should make your request by August 17, 2023. For paper copy requests made on or after the date of the Meeting, all Shareholders may call toll-free at 1-888-627-9378 and a paper copy will be sent to you within 10 calendar days of receiving your request. Shareholders may obtain a printed copy of the Meeting Materials at no cost until the date that is one year following the date of this Notice of Meeting.

If you have any questions regarding the procedures for voting or completing the form of proxy or any information contained in the accompanying Circular with respect to voting, please contact Medgold’s registrar and transfer agent, Computershare Investor Services Inc., by phone at 1-800-564-6253 or by email at [service@computershare.com](mailto:service@computershare.com). If you have any questions about Notice and Access and the information contained in this Notice of Meeting, you may obtain further information by calling the Company toll free at 1-888-627-9376.

Please advise Medgold or Computershare Investor Services Inc. of any change to your address.

DATED at Vancouver, British Columbia, this 13<sup>th</sup> day of July, 2023.

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) “Jeremy Crozier”

Jeremy Crozier  
President and Chief Executive Officer  
Medgold Resources Corp.