

## **C2C GOLD CORP.**

Suite 1221, 1771 Robson Street, Vancouver, BC V6G 1C9

### **NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the holders of Common Shares of C2C Gold Corp. (the “**Company**”) will be held at the offices of Morton Law LLP, Suite 1200 – 750 West Pender Street, Vancouver, British Columbia, Canada on Tuesday, November 8, 2022 at 10:00 a.m. (Vancouver, British Columbia time) for the following purposes:

1. To receive the audited financial statements of the Company for the fiscal year ending December 31, 2021, together with the Auditor's Report thereon.
2. To fix the number of directors at six (6).
3. To elect directors of the Company for the ensuing year.
4. To re-appoint De Visser Gray LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration.
5. To consider and, if thought fit, pass an ordinary resolution approving the Company’s Stock Option Plan, as more particularly set forth in the accompanying management information circular (“**Information Circular**”).
6. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The board of directors has fixed the close of business on October 4, 2022 as the record date for determining holders of Common Shares who are entitled to notice of and to attend and vote at the Meeting.

Accompanying this Notice is an Information Circular dated October 4, 2022, a form of proxy (“**Proxy**”) or voting instruction form (“**VIF**”) and a reply card for use by shareholders who wish to receive the Company’s interim and/or annual financial statements. The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

**Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed Proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the Proxy and in the Information Circular.**

**Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the Proxy or VIF to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.**

DATED at Vancouver, British Columbia, this 4<sup>th</sup> day of October, 2022.

**ON BEHALF OF THE BOARD**

*signed "William Sheriff"*

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Executive Chair of the Board

**Please submit the accompanying Proxy or VIF well in advance of the voting deadline of 10:00 a.m. (PST) on Friday, November 4, 2022 or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time to which the Meeting may be adjourned or postponed. The accompanying Information Circular provides further information respecting proxies and the matters to be considered at the Meeting and is deemed to form part of this Notice of Meeting.**

*These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.*