

## **K2 GOLD CORPORATION.**

Suite 1020, 800 West Pender Street,  
Vancouver, British Columbia, Canada V6C 2V6  
Tel: 604-331-5090 Fax: 604-646-4526

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

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of **K2 Gold Corporation** (the “**Company**”) will be held at Suite 1020 – 800 West Pender Street, Vancouver, British Columbia, on Thursday, September 22, 2022 at 11 o’clock a.m. Pacific Time, for the following purposes:

1. To present the financial statements of the Company, together with the auditor’s report thereon, for the fiscal year ended December 31, 2021;
2. To set the number of directors at five (5) for the ensuing year;
3. To elect five (5) directors of the Company for the ensuing year;
4. To re-appoint Davidson & Company LLP, Chartered Professional Accountants, as auditor for the Company for the ensuing year and to authorize the directors to set the auditor’s remuneration;
5. To consider, and if thought fit, to pass an ordinary resolution to approve a new 10% “rolling” stock option plan of the Company, as more particularly described in the accompanying Information Circular of the Company dated August 5, 2022; and
6. To transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

Only shareholders of record on August 5, 2022 will be entitled to vote in person at the Meeting. 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 form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form 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.

The audited financial statements for the year ended December 31, 2021, the report of the auditor and related management discussion and analysis will be made available at the Meeting and are available on [www.sedar.com](http://www.sedar.com)

**Whether or not you are able to attend the Meeting in person, you are encouraged to provide voting instructions on the enclosed form of proxy as soon as possible. To be included at the Meeting, your completed and executed form of proxy must be received by Computershare Investor Services Inc., 3<sup>rd</sup> Floor, 510 Burrard Street, Vancouver, B.C. V6C 3B9 at least 48 hours before the time of the Meeting or any adjournment thereof, excluding Saturdays and holidays, or deposited with the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof. Voting instructions may also be provided by internet or facsimile by following the instructions on the form of proxy.**

**The Company is monitoring developments regarding the coronavirus or COVID-19 and preparing in the event any changes for our annual meeting are necessary or appropriate. If we decide to make any change, such as to the date or location, or to hold the meeting solely by remote communication, we will announce the change in advance and post details, including instructions on how shareholders can participate, on the Company's website and file them on SEDAR. We also recommend that you visit the website to confirm the status of the annual meeting. We do not intend to prepare or mail an amended Circular in the event of changes to the meeting format.**

DATED at Vancouver, British Columbia, August 05, 2022

**BY ORDER OF THE BOARD**

*“Anthony Margarit”*

**Anthony Margarit  
President, CEO & Director**