

## **E2GOLD INC.**

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

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the shareholders of E2Gold Inc. (the “**Corporation**”) will be held at the OBA Conference Centre, 20 Toronto Street, Toronto, Ontario M5C 2B8 on Thursday, December 2, 2021, at 10:00 am (EST) for the following purposes:

1. to receive and consider the financial statements of the Corporation for the fiscal year ended July 31, 2021, together with the report of the auditors thereon;
2. to elect directors;
3. to appoint auditors for the current fiscal year and to authorize the directors to fix their remuneration;
4. to consider, and, if deemed appropriate, to pass with or without variation an ordinary resolution approving and confirming the stock option plan of the Corporation, as more particularly described in the management information circular of the Corporation dated October 25, 2021 in connection with the Meeting (the “**Information Circular**”); and
5. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

#### ***Shareholder Guidance as a result of COVID-19:***

*In the context of the effort to mitigate potential risks to the health and safety associated with COVID-19, and in compliance with the orders and directives of the Government of Canada, the Province of Ontario and the City of Toronto, shareholders are being discouraged from attending the Meeting in-person, and are encouraged to join the meeting virtually as follows:*

**Meeting ID:** 624 5283 8118

**Option 1: Connect by Computer Video and use Computer Speakers and Microphone**

- A. Go to: <https://obameet.zoom.us/j/62452838118>
- B. Click Join Meeting and Enter your Name
- C. Click on the green “Join Audio Conference By Computer” button

**Option 2: Connect by Computer Video and use Telephone Audio**

- A. Go to: <https://obameet.zoom.us/j/62452838118>
- B. Click Join Meeting and Enter your Name
- C. Click on the “Phone Call” tab next to the “Computer Audio” tab
- D. Dial the Canadian or Toll free number listed and be sure to enter both your Meeting ID and your Participant ID (two digit number in bold)

**Option 3: Phone in only (no computer, listen only with no video)**

Canada: 1-647-558-0588 or 1-833 958 1164 (Toll Free) or 1-833 955 1088 (Toll Free)

Meeting ID: 624 5283 8118

*In addition, should shareholders opt to attend the Meeting in person, they will be required to present government issued photo identification together with acceptable proof of double vaccination against COVID-19.*

### **Notice and Access**

The Corporation has elected to use the notice and access process (“**Notice and Access**”) under National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of the Information Circular and other meeting materials to registered shareholders of the Corporation and to non-registered beneficial shareholders of the Corporation. Notice and Access allows issuers to post electronic versions of meeting materials, including management information circulars, annual financial statements and management discussion and analysis, online, via SEDAR and one other website, rather than mailing paper copies of such meeting materials to shareholders. The Corporation anticipates that utilizing the Notice and Access process will substantially reduce both postage and printing costs.

Meeting materials including the Information Circular and the Corporation’s audited financial statements for the year ended July 31, 2021 and the Company’s management discussion and analysis for the year ended July 31, 2021, are available on the website of Marrelli Trust Company Limited, the transfer agent of the Corporation, at <https://www.marrellitrust.ca/e2gold-inc-agsm-materials/> and on the SEDAR profile of the Corporation at [www.sedar.com](http://www.sedar.com).

Although the Information Circular and related Meeting materials (collectively, the “**Meeting Materials**”) will be posted electronically online, as noted above, the registered shareholders and non-registered beneficial shareholders of the Corporation (subject to the provisions set out in the Information Circular under the heading “Non-Registered Holders and Delivery Matters”) will receive a “notice package” (the

“**Notice and Access Notification**”), by prepaid mail, which includes the information prescribed by NI 54-101, and a proxy form or voting instruction form from their respective intermediaries. Shareholders should follow the instructions for completion and delivery contained in the proxy or voting instruction form.

Shareholders are reminded to review the Information Circular before voting. Management of the Corporation intends to pay for intermediaries to forward the Notice and Access Notification to OBOs (as defined in the Information Circular) under NI 54-101. Shareholders will not receive a paper copy of the Meeting Materials unless they request paper copies from the Corporation. Requests for paper copies of the Meeting Materials must be received at least five (5) business days in advance of the proxy deposit date and time, being 10:00 a.m. (Toronto time) on November 23, 2021 and the Corporation will mail the requested materials within three (3) business days of the request. Shareholders with questions about Notice and Access may contact the Corporation’s registrar and transfer agent, Marrelli Trust Company Limited toll-free at 1-844-682-5888 or email [info@marrellitrust.ca](mailto:info@marrellitrust.ca).

### **Voting**

All shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. A “beneficial” or “non-registered” shareholder will not be recognized directly at the Meeting for the purposes of voting common shares of the Corporation registered in the name of his/her/its broker; however, a beneficial shareholder may attend the Meeting as proxyholder for a registered shareholder and vote the common shares held by such registered shareholder in that capacity. Only shareholders as of the record date (as defined in the Information Circular) are entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting in person, or any adjournments or postponements thereof, are requested to complete, date and sign the enclosed form of proxy (registered holders) or voting instruction form (beneficial holders) and return it in the envelope provided. To be effective, the enclosed form of proxy or voting instruction form must be mailed or faxed so as to reach or be deposited with Marrelli Trust Company Limited, the Corporation’s transfer agent (in the case of registered holders) at 620-1111 Melville Street, Vancouver, BC, V6K 1C9; Fax: 604-200-5061, not later than 10:00 a.m. (Toronto time) on November 30, 2021, or forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for any adjournments or postponements of the Meeting (the “**Proxy Deadline**”), or to the shareholder’s intermediary (in the case of beneficial holders) with sufficient time for them to file a proxy by the Proxy Deadline.

The address and fax number for Marrelli Trust Company Limited is 620-1111 Melville Street, Vancouver, BC, V6K 1C9; Fax: 604-200-5061.

DATED at Toronto, Ontario as of the 25<sup>th</sup> day of October, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

*"Eric Owens"*

Eric Owens, President and Chief Executive Officer