



**HIGHGOLD MINING INC.**

320 - 800 West Pender Street  
Vancouver, British Columbia  
V6C 2V6

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the annual general meeting (the "Meeting") of shareholders (each, a "Shareholder") of HighGold Mining Inc. (the "Company") will be held at the offices of the Company at Suite 320, 800 West Pender Street, Vancouver, British Columbia, Canada on Thursday, August 25, 2022 at 1:30 p.m. (Vancouver time) for the following purposes:

1. to receive and consider the audited financial statements of the Company for the fiscal year ended December 31, 2021 (with comparative statements relating to the preceding fiscal period) together with the report of the auditor thereon;
2. to appoint De Visser Gray LLP, Chartered Professional Accountants, as auditor of the Company for the fiscal year ending December 31, 2022 and to authorize the directors to fix the auditor's remuneration;
3. to set the number of directors at five (5);
4. to elect the directors for the ensuing year;
5. to consider and, if thought fit, to approve the Company's omnibus share incentive plan, including approval of a 10% rolling plan for stock options and a fixed plan of 2,500,000 common shares for performance-based awards of restricted share units, performance share units and deferred share units, as more particularly described in the accompanying management information circular; and
6. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The details of all matters proposed to be put before Shareholders at the Meeting are set forth in the management information circular accompanying this Notice of Meeting. At the Meeting, shareholders will be asked to approve each of the foregoing items. The directors of the Company have fixed July 6, 2022 as the record date for the Meeting (the "Record Date"). Only Shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment or postponement thereof.

**In light of the ongoing public health concerns related to the COVID-19 pandemic and for the health and safety of our shareholders, employees, advisors and other stakeholders, we strongly encourage Shareholders to vote in advance of the Meeting by proxy instead of attending the Meeting in person.**

If you are a registered Shareholder, please exercise your right to vote by completing and returning the accompanying form of proxy and deposit it with Computershare Trust Company of Canada. Proxies must be completed, dated, signed and returned to Computershare Trust Company of Canada, Proxy Department, at 8th Floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1 by 1:00 p.m. (Vancouver time) on August 25, 2022, or if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays,

Sundays and holidays) before the date to which the Meeting is adjourned or postponed. Telephone voting can be completed at 1-866-732-8683, voting by fax can be sent to 1-866-249-7775 or 416-263-9524 and Internet voting can be completed at [www.investorvote.com](http://www.investorvote.com).

Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion and the Chairman of the Meeting is under no obligation to accept or reject any particular late proxy. The Chairman of the Meeting may waive or extend the proxy cut-off without notice.

If you are a non-registered Shareholder, please follow the instructions from your bank, broker or other financial intermediary for instructions on how to vote your shares.

### **NOTICE-AND-ACCESS**

The Company has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 (the "Notice-and-Access Provisions") for the Meeting. The Notice-and-Access provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to Shareholders by allowing the Company to post the Information Circular and any additional materials online. Shareholders will still receive this Notice of Meeting and a form of proxy and may choose to receive a paper copy of the Information Circular.

The Company will not use the procedure known as "stratification" in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Information Circular to some shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Information Circular.

**Please review the Information Circular carefully and in full prior to voting as the Information Circular has been prepared to help you make an informed decision on the matters to be acted upon. The Information Circular is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and at:**

**<https://highgoldmining.com/corporate/annual-meeting>**

Any Shareholder who wishes to receive a paper copy of the Information Circular should contact the Company at 320 - 800 West Pender Street, Vancouver, British Columbia, Canada, or by toll-free telephone at 1-855-629-1165. Shareholders may also use the toll-free number to obtain additional information about the Notice-and-Access Provisions.

In order to ensure that a paper copy of the Information Circular can be delivered to a requesting Shareholder in time for such shareholder to review the Information Circular and return a voting instruction form or proxy prior to the deadline, it is strongly suggested that a Shareholder ensure their request is received no later than **August 15, 2022**.

**DATED** at Vancouver, British Columbia, this 18<sup>th</sup> day of July, 2022.

### **BY ORDER OF THE BOARD OF DIRECTORS**

Darwin Green  
President, Chief Executive Officer and Director