



NEVADA KING GOLD CORP.
WeWork c/o Nevada King Gold Corp.
555 Burrard Street
Vancouver, BC V7X 1M8

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON JULY 22, 2024**

NOTICE IS HEREBY GIVEN that the **Annual General and Special Meeting** (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of **NEVADA KING GOLD CORP.** (the “**Company**”) will be held on **Monday, July 22, 2024, at 11:00 a.m.** (Vancouver time) at the offices of Stikeman Elliott LLP, at 666 Burrard St Suite 1700, Vancouver, BC V6C 2X8, for the following purposes:

1. to receive and consider the audited financial statements of the Company, together with the notes thereto and the auditor’s report thereon, for the financial year ended March 31, 2024;
2. to elect directors of the Company to hold office until the next annual meeting of Shareholders;
3. to appoint Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration to be paid to the auditor;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution re-approving the Company’s 10% “rolling” stock option plan, last approved by Shareholders on September 20, 2023, in the form attached as Schedule “A” to and as more particularly described in the Management Information Circular of the Company dated June 14, 2024 (the “**Circular**”);
5. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution of the Shareholders (the “**Arrangement Resolution**”), the full text of which is attached as Schedule “B” to the Circular for a statutory arrangement (the “**Arrangement**”) under section 288 of the *Business Corporations Act* (British Columbia) which involves, among other things, the distribution of common shares of 1485414 B.C. Ltd. (“**Spinco**”) to shareholders of the Company on the basis of one-thirtieth of a Spinco common share for each common share of the Company held on the effective date of the Arrangement, as described in more detail in the Circular;
6. subject to the approval of the Arrangement Resolution, to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to approve a stock option plan for Spinco, in the form attached as Schedule “C” to and as more particularly described in the Circular; and
7. to transact such other business as may be properly brought before the Meeting and any adjournment thereof.

The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting. Shareholders are advised to review the Circular before voting. Copies of the Arrangement Resolution, the plan of arrangement, the interim order and notice of hearing for the final order are attached to the Circular as Schedules “B”, “E”, “F” and “G”, respectively. The dissent rights are described in the accompanying Circular and are attached to the Circular as Schedule “H”. Failure to strictly comply with the required procedures may result in the loss of any right of dissent.

Although no other matters are contemplated, the Meeting may also consider the transaction of such other business, and any permitted amendment to or variation of any matter identified in this Notice, as may properly come before the Meeting or any adjournment thereof. Accompanying this Notice and Circular is a (i) form of proxy or voting instruction form – please follow the voting instructions detailed therein - and (ii) financial statements request form.

The board of directors of the Company (the “**Board**”) has fixed the close of business on June 14, 2024, as the record date (the “**Record Date**”) for determining Shareholders entitled to receive notice of, and to vote at, the Meeting. Only Shareholders of record at the close of business on the Record Date will be entitled to vote at the Meeting.

Registered Shareholders unable to attend the Meeting in person and who wish to ensure that their common shares (“**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 enclosed form of proxy and in the Circular. Non-Registered Holders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form. If you hold your Shares in a brokerage account, you are a Non-Registered Holder.

To ensure Shareholders and proxyholders are able to access the Meeting location, the Company requests Shareholders and proxyholders planning to attend the Meeting to pre-register. Pre-registration will enable the Company to make the necessary arrangements and provide specific access instructions. To pre-register for attendance, please contact the Meeting Coordinator via email to Issuers@keystonecorp.ca.

DATED at Vancouver, British Columbia, this 14th day of June, 2024.

BY ORDER OF THE BOARD

/s/ Collin Kettell

Collin Kettell

Chief Executive Officer and Director