



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the shareholders of Unigold Inc. (the “**Corporation**”) will be held virtually through the platform of AGM Connect via www.agmconnect.com/unigold2022 to facilitate an interactive meeting and live online voting for Registered Shareholder on **May 26, 2022 at 1:00 p.m. (Toronto time)** for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2021, together with the report of the auditor thereon;
2. to set the number of directors at seven (7) and to elect directors of the Corporation for the ensuing year;
3. to appoint the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration of the auditor;
4. to consider and, if deemed advisable, to pass, with or without variation, a resolution approving, the share incentive plan of the Corporation;
5. to consider and, if deemed advisable, to pass, with or without variation, a resolution confirming and approving the restricted share unit plan of the Corporation;
6. to consider and, if deemed advisable, to pass, with or without variation, a resolution confirming and approving the deferred share unit plan of the Corporation;
7. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The directors of the Corporation have fixed the close of business on April 12, 2022 as the record date (the “**Record Date**”) for the determination of the shareholders of the Corporation entitled to receive notice of the Meeting. Only Shareholders whose names have been entered in the registers of the Corporation as at the close of business on the Record Date will be entitled to receive notice of and vote at the Meeting.

Shareholders will not be able to attend the Meeting in person. Instead, Registered Shareholders (as defined in the accompanying Information Circular under the heading “Appointment of Proxy”) and duly appointed proxyholders can virtually attend, participate, vote or submit questions at the virtual Meeting via the platform of AGM Connect. Please use a valid e-mail address and the Voter ID and Meeting Code found on the included form of Proxy to access the platform via the link below:

<https://agmconnect.com/unigold2022>

To ensure a smooth process, the Company is asking registered participants to log in by 12:45 p.m. (Toronto time) on May 26, 2022.

Just as they would be at an in-person meeting, Registered Shareholders and duly appointed proxyholders will be able to attend the virtual Meeting, participate, submit questions online and vote virtually, all in real time, provided they are connected to the internet and comply with all the requirements set out in the accompanying Information Circular.

Registered Shareholders who are unable to attend the virtual Meeting are requested to complete, sign and date the accompanying form of proxy or voting instruction form in accordance with the instructions provided therein and in the Information Circular and return it in accordance with the instructions and timelines set forth in the Information Circular. Non-registered (or beneficial) shareholders who have not duly appointed themselves as proxyholder will only be able to stream the virtual Meeting via the link above, and will not be able to participate, submit questions or vote at the virtual Meeting.

If a shareholder receives more than one proxy form because such shareholder owns shares registered in different names or addresses, each proxy form should be completed and returned as indicated in the proxy form.

Since it is desirable that as many shares as possible be represented and voted at the meeting, a shareholder, who is unable to attend the meeting in person, is urged to complete and return the enclosed form of proxy following the instructions therein.

A “beneficial” or “non-registered” Shareholder will not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting.

If you are a non-registered holder of Common Shares and have received these materials through your broker, custodian, nominee or other intermediary, please complete and return the form of proxy or voting instruction form provided to you by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein.

DATED at Toronto, Ontario this 14th day of April 2022.

BY ORDER OF THE BOARD

(Signed) “Joseph Hamilton”

Chairman and Chief Executive Officer