

RESOURO GOLD INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the shareholders of Resouro Gold Inc. (the “**Company**”) will be held as a virtual shareholders’ meeting on Monday, September 18, 2023, at 10:30 AM (Eastern Time), for the following purposes at the time and for the purposes set forth in the attached Notice of Meeting and at any adjournment thereof:

1. to receive the audited consolidated financial statements of the Company for the year ended March 31, 2023, and the report of the auditors thereon;
2. to fix the number of directors of the Company to be elected at the Meeting;
3. to elect the directors of the Company to hold office until the next annual meeting of shareholders;
4. to appoint MNP LLP, Chartered Professional Accountants, as auditors to hold office until the next annual meeting of shareholders at a remuneration to be fixed by the board of directors;
5. to consider and, if deemed advisable, pass, with or without amendment, a special resolution, the full text of which is set out in the accompanying information circular, adopting and approving a 10% rolling incentive share option plan of the Company;
6. to consider and, if deemed advisable pass, with or without amendment, a special resolution, the full text of which is set out in the accompanying information circular, approving amendments to the articles of the Company in respect of the requirements of the Australian Securities Exchange; and
7. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

Shareholders are referred to the accompanying management information circular (the “**Information Circular**”) for more detailed information with respect to the matters to be considered at the Meeting. The Board has fixed **Friday, August 8, 2023**, as the record date (the “**Record Date**”). Only Shareholders whose names are entered on the register of the Company at the close of business on August 8, 2023, will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent a Shareholder transfers the ownership of any Common Shares after the Record Date and the transferee of those Common Shares establishes ownership of such Common Shares and demands to be included in the list of Shareholders eligible to vote at the Meeting not later than ten days before the Meeting, such transferee will be entitled to vote those Common Shares at the Meeting.

Notice-and-Access

The Company is utilizing the notice-and-access mechanism (the “**Notice and Access Provisions**”) under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial Shareholders.

Website Where Meeting Materials are Posted

The Notice-and-Access Provisions allow reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Information Circular, financial statements for the financial year ended March 31, 2023 (“**Financial Statements**”) and management’s discussion and analysis of the Company’s results of operations and financial condition for 2023 (“**MD&A**”) may be found on the Company’s SEDAR Plus profile at www.sedar.com and also at <https://agmconnect.com/rau2023/>.

Obtaining Paper Copies of Materials

Shareholders with questions about notice-and-access can call AGM Connect, toll-free at 1-855-839-3715. Shareholders may also obtain paper copies of the Information Circular, Financial Statements and MD&A’s free of charge by contacting the Company. A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Company or AGM Connect, as applicable, no later than September 11, 2023, in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies to AGM Connect or voting instruction forms to intermediaries, as applicable, before the Proxy Deadline.

Voting and Attending the Meeting

VOTING	IF YOU HAVE RECEIVED A PROXY FROM AGM CONNECT WITH A VOTER ID and MEETING ACCESS CODE		IF YOU HAVE RECEIVED A PROXY OR VIF WITH A <u>16-DIGIT CONTROL NUMBER</u> FROM AN INTERMEDIARY
Voting Method	Registered Shareholders (shares are held in your name in a physical certificate or DRS statement)	Non-Registered Shareholders (shares are held with a broker, bank, or other intermediary)	Non-Registered Shareholders (shares are held with a broker, bank, or other intermediary)
Internet	Login to https://agmconnect.com/rau2023/ Using the Meeting Access Code and Voter ID provided to you. complete the form to Submit Proxy		Go to www.proxyvote.com Enter the 16- digit control number printed on the VIF and follow the instructions on screen
Email	Complete, sign and date the proxy form and email to: voteproxy@agmconnect.com		N/A
Telephone	Call 1-855-839-3715 to register your vote for the 2023 Resouro Gold Inc. AGSM		N/A
Mail	Enter your voting instructions, sign, date and return the form to AGM Connect in the enclosed envelope		Enter your voting instructions, sign, date and return completed VIF in the enclosed postage

ATTENDING THE MEETING	IF YOU HAVE RECEIVED PROXY FROM AGM CONNECT WITH A VOTER ID and MEETING ACCESS		IF YOU HAVE RECEIVED A PROXY OR VIF WITH A <u>16-DIGIT CONTROL NUMBER</u> FROM AN INTERMEDIARY
	Registered Shareholders (securities are held in your name in a physical certificate or DRS statement)	Non-Registered Shareholders (shares are held with a broker, bank, or other intermediary)	Non-Registered Shareholders (shares are held with a broker, bank, or other intermediary)
PRIOR TO THE MEETING	Follow the instructions at https://agmconnect.com/rau2023/	Appoint yourself as proxyholder on your proxy and follow the instructions at https://agmconnect.com/rau2023/	Appoint yourself as proxyholder as instructed herein and on the VIF.
	Following the proxy cut-off date use your existing AGM Connect Voter ID and Meeting Access Code to access the meeting.	Following the proxy cut-off date, your appointed proxyholder will be provided with an AGM Connect Voter ID and Meeting Access Code	AFTER submitting your proxy appointment, you MUST contact AGM Connect to obtain a Voter ID and Meeting Access Code at 1-855-839-3715 or voteproxy@agmconnect.com
JOINING THE VIRTUAL MEETING	Register and login at http://app.agmconnect.com Registered Shareholders or validly appointed Proxyholders will need to provide an email address, <i>AGM Connect Voter ID</i> and the <i>Meeting Access Code</i>		

Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release. Please monitor the Company press releases as well as the Company website at <https://resouro.com/> for updated information. An amended management information circular will not be mailed out in the event of changes to the Meeting.

DATED this August 10, 2023

BY ORDER OF THE BOARD OF DIRECTORS

"/s/ Christopher Eager"

Christopher Eager

President, Chief Executive Officer and Director