

EDGEMONT GOLD CORP.

**NOTICE OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS**

TO BE HELD ON MAY 27, 2024

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of Edgemont Gold Corp. (the “**Company**”) will be held at Suite 2600 – 1066 West Hastings Street, Vancouver, British Columbia on Monday, May 27, 2024 at 11:00 a.m. (Vancouver time) (the “**Meeting**”) for the following purposes:

1. to receive the audited financial statements of the Company for the year ended October 31, 2023 and the auditor’s report thereon;
2. to fix the number of directors at three (3) and to elect three (3) directors for the ensuing year;
3. to appoint the auditor for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
4. to consider and, if thought fit, to pass an ordinary resolution (not including votes attaching to securities beneficially owned by related persons (as such term is defined in National Instrument 45-106 Prospectus Exemptions) to whom securities may be issued as compensation or under the Company’s Equity Incentive Plan), to ratify, confirm and approve the Company’s Equity Incentive Plan, as described in the accompanying information circular; and
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

An Information Circular, Proxy form and Return Card also accompany this Notice of Meeting.

Only shareholders of record at the close of business on April 22, 2024 will be entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. Registered shareholders who are unable to or who do not wish to attend the Meeting in person are requested to date and sign the enclosed Proxy form promptly and return it in the self-addressed envelope enclosed for that purpose or by any of the other methods indicated on the Proxy form. To be used at the Meeting, proxies must be received by Endeavor Trust Corporation, Proxy Department, Suite 702 – 777 Hornby Street, Vancouver, BC V6Z 1S4 by 11:00 a.m. (Vancouver time) on May 23, 2024 or, if the Meeting is adjourned, by 11:00 a.m. (Vancouver time), on the second last business day prior to the date on which the Meeting is reconvened, or may be accepted by the chairman of the Meeting prior to the commencement of the Meeting. If a registered 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.

If you are a non-registered shareholder of the Company and receive these materials through your broker or through another intermediary, you must complete and return your voting instructions in accordance with the procedures provided by your broker or such other intermediary.

In light of the ongoing COVID-19 pandemic and in order to protect the health and safety of shareholders and the broader community, we strongly encourage you to vote by proxy in advance of the Meeting.

Registered shareholders who are unable to attend the Meeting and who wish to ensure that their common 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 form of proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their common shares will be voted at the Meeting. If you hold your common shares in a brokerage account, you are not a registered shareholder.

Dated as of the 22nd day of April, 2024.

BY ORDER OF THE BOARD

“Stuart Rogers”

STUART ROGERS
President, CEO and Director