



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON SEPTEMBER 9, 2024

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the shareholders of Maple Gold Mines Ltd. (“**Maple Gold**” or the “**Company**”) will be held at the Vancouver offices of the Company, Suite 600, 1111 West Hastings Street, Vancouver, British Columbia, V6E 2J3, on September 9, 2024 at 1:00 pm. (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, 2023, together with the notes and auditor’s report thereon.
2. To set the number of directors at five (5) for the ensuing year.
3. To elect directors of the Company for the ensuing year.
4. To re-appoint the Company’s auditors for the ensuing year and to authorize the directors to fix their remuneration.
5. To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to re-approve the Company’s equity incentive plan, as more particularly described in the accompanying management information circular of the Company dated July 26, 2024 (the “**Circular**”).
6. To consider and, if deemed advisable, to pass, an ordinary resolution of the holders of the Company's common shares entitled to vote on such resolution in accordance with the requirements of the TSX Venture Exchange (“**TSXV**”), the full text of which ordinary resolution is set forth on Schedule D in the Circular and which TSXV requirements incorporate the requirements of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”), to approve the Restructuring Transaction (as such term is defined in the Circular), all as more particularly described, therein.
7. To transact such further and other business as may properly come before the Meeting or any adjournment thereof.

IMPORTANT

As set out in the notes to the Circular, the Circular is solicited by management, but you may amend it, if you so desire, by striking out the names listed on it and inserting in the space provided the name of the person you wish to have representing you at the Meeting.

Unregistered shareholders who received the Circular through an intermediary must deliver the proxy in accordance with the instructions given by the intermediary.

MI 61-101 and Applicable Shareholder Approval Requirement

The Restructuring Transaction constitutes a “related party transaction” under MI 61-101, and accordingly, requires minority shareholder approval pursuant to MI 61-101 and Policy 5.9 - *Protection of Minority Security Holders in Special Transactions* of the TSXV (which incorporates the requirements of MI 61-101).

In relation to approval of the Restructuring Transaction, “minority approval” requires the approval of a simple majority (50% + 1) of the holders of common shares of the Company (“**Common Shares**”), other than Common Shares beneficially owned, or over which control or direction is exercised by: (a) the issuer; (b) an “interested party” (as defined in MI 61-101); (c) a “related party” to such interested party within the meaning of MI 61-101 (subject to

certain exceptions); and (d) any person that is a joint actor with any party referred to in (b) or (c) (collectively, the “**Excluded Shareholders**”).

Under MI 61-101, a “related party” of an entity includes, among others, (i) a control person of the entity, (ii) directors and executive officers of the entity, and (iii) a person that has beneficial ownership of, and/or control or direction over, directly or indirectly, securities of the entity carrying more than 10% of the voting rights attached to all the entity’s outstanding voting securities.

At the time the Conveyance and Option Agreement was entered into, Agnico Eagle Mines Limited (“**Agnico Eagle**”) had beneficial ownership of, or control or direction over, an aggregate of 40,852,415 Common Shares, representing approximately 11.97% of the then issued and outstanding Common Shares (calculated on a non-diluted basis), and as of the date hereof, Agnico Eagle beneficially owns, or has control or direction over, 74,674,257 Common Shares, representing approximately 19.85% of the issued and outstanding Common Shares (calculated on a non-diluted basis). As a result, Agnico Eagle was at the relevant time (and currently continues to be) a “related party” of the Company for the purposes of MI 61-101, as determined in accordance with MI 61-101.

Agnico Eagle and its affiliates constitute Excluded Shareholders for the purposes of MI 61-101 and will not be entitled to vote to approve the Restructuring Transaction.

Notice-and-Access

The Company is utilizing the “notice and access” process 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 this Circular, the Notice of Meeting, and other meeting materials to registered and non-registered shareholders (the “**Meeting Materials**”).

Notice and access is a set of rules that allows issuers to post electronic versions of meeting materials, including circulars, annual financial statements and management discussion and analysis online, via SEDAR+ and one other website, rather than mailing paper copies of such meeting materials to shareholders. The Company anticipates that utilizing the notice and access process will reduce both postage and printing costs and will promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials.

Electronic copies of the Meeting Materials, the audited financial statements, and the related Management Disclosure and Analysis of the Company for the financial year ended December 31, 2023 may be found on the Company’s SEDAR+ profile at www.sedarplus.ca and the Company’s website at www.maplegoldmines.com.

The Company does not intend to pay for intermediaries to forward to objecting beneficial owners under NI 54-101 the Meeting Materials and Form 54-101F7 - *Request for Voting Instructions Made by Intermediary*, and that in the case of an objecting beneficial owner, the objecting beneficial owner will not receive the materials unless the objecting beneficial owner's intermediary assumes the cost of delivery.

Please see Part 1 – Voting – Notice-and-Access in the accompanying Circular.

DATED: July 26, 2024

(s) Kiran Patankar
President and Chief Executive Officer