

NORRLAND GOLD CORP.
Suite 2050 – 1055 West Georgia Street
Royal Centre
Vancouver, BC V6E 3P3

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**Meeting**”) of the shareholders of Norrland Gold Corp. (the “**Company**” or “**Norrland**”) will be held on Thursday, September 8, 2022 at 10 A.M. (Vancouver time) at the offices of Norrland Gold Corp., located at Suite 2050 – 1055 West Georgia Street, Vancouver, BC V6E 3P3, for the following purposes:

1. to place before the Meeting the director’s report to the shareholders, the audited financial statements of the Company for the fiscal years ended March 31, 2022 and February 28, 2021 and the reports of the auditors thereon;
2. to reappoint Smythe LLP as auditor of the Company and to authorize the directors to fix their remuneration;
3. to fix the number of directors at four and to elect directors for the ensuing year;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution re-approving , ratifying and confirming the Company’s 10% rolling stock option plan, as amended for the ensuing year; and
5. to transact such further and other business as may properly be brought before the meeting or any adjournment thereof.

Accompanying this Notice of Meeting is an Information Circular and Instrument of Proxy.

Shareholders unable to attend the Meeting in person should read the notes to the enclosed Proxy and complete and return the Proxy to the Company’s Registrar and Transfer Agent, Computershare Trust Company of Canada, 3rd Floor, 510 Burrard Street, Vancouver, BC V6C 3B9 at least 48 hours (excluding Saturdays, Sundays, and holidays) before the time of the Meeting or adjournment thereof. Unregistered shareholders who receive the Proxy through an intermediary must deliver the Proxy in accordance with the instructions given by such intermediary.

The enclosed Instrument of Proxy is solicited by management but you may amend it, if desired, by inserting in the space provided, the name of the individual designated to act as proxyholder at the Meeting.

Dated at Vancouver, British Columbia this 3rd day of August, 2022

BY ORDER OF THE BOARD

“Peeyush Varshney”

Peeyush Varshney, LL.B
Director

NORRLAND GOLD CORP.
Suite 2050 - 1055 West Georgia Street
P.O. Box 11121 - Royal Centre
Vancouver, British Columbia
V6E 3P3

INFORMATION CIRCULAR
as of August 3, 2022
(unless otherwise noted)

MANAGEMENT SOLICITATION OF PROXIES

This Information Circular is furnished to you in connection with the solicitation of proxies by management of Norrland Capital Corp (“we”, “us”, “Norrland” or the “Company”) for use at the Annual General Meeting (the “Meeting”) of shareholders of the Company to be held on Thursday, September 8, 2022 at the time and place and for the purposes set forth in the accompanying Notice of Meeting. We will conduct the solicitation by mail and our officers, directors and employees may, without receiving special compensation, contact shareholders by telephone, electronic means or other personal contact. We will not specifically engage employees or soliciting agents to solicit proxies. We do not reimburse shareholders, nominees or agents (including brokers holding shares on behalf of clients) for their costs of obtaining authorization from their principals to sign forms of proxy. We will pay the expenses of this solicitation.

GENERAL INFORMATION

Norrland Gold Corp. was incorporated under the laws of the Province of British Columbia on January 29, 2019, under the name “PKS Capital Corp.” (“**PKS**”). The Company completed its Initial Public Offering on August 15, 2019, and was listed on the TSX Venture Exchange (“**TSXV**”) as a capital pool company until it completed its Qualifying Transaction (“**QT**”) with Horizon Gold Ltd (“**Horizon Gold**”) on July 19, 2021 (the “**Transaction**”). Horizon Gold is a company incorporated in the United Kingdom, focused on gold exploration in mineral-rich Sweden. The Transaction constituted a reverse takeover of PKS by shareholders of Horizon Gold under the policies of the TSXV and PKS changed its name to “Norrland Gold Corp” and its common shares were listed for trading on the TSXV under the symbol “**NORR**”. Following the completion of the Transaction, the financial year-end changed from February 28 to March 31 to coincide with the financial year-end of Horizon Gold. On October 1, 2021, the Company incorporated Nordmark Exploration AB, a wholly owned subsidiary of the Company, in Sweden as the operating entity for Swedish exploration.

APPOINTMENT OF PROXY HOLDER

The individuals named in the accompanying form of proxy (the “**Proxy**”) are directors or officers of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR THE SHAREHOLDER AND ON THE SHAREHOLDER’S BEHALF AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY INSERTING SUCH PERSON’S NAME IN THE BLANK SPACE PROVIDED IN THE PROXY AND STRIKING OUT THE TWO PRINTED NAMES, OR BY COMPLETING ANOTHER PROXY.** A Proxy will not be valid unless it is completed, dated and signed and delivered to Computershare Trust Company of Canada, of 3rd Floor, 510 Burrard Street, Vancouver, BC, V6C 3B9, Canada not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment of it or to the chair of the Meeting on the day of the Meeting or any adjournment of it.

NON-REGISTERED SHAREHOLDERS

Only shareholders whose names appear on our records or validly appointed proxyholders are permitted to vote at the Meeting. Most of our shareholders are “non-registered” shareholders because their shares are registered in the name of nominee, such as a brokerage firm, bank, trust company, trustee or administrator of a self-administered RRSP, RRIF, RESP or similar plan or a clearing agency such as CDS Clearing and Depository Services Inc. (a “**Nominee**”). If you purchased your shares through a broker, you are likely a non-registered shareholder.

Non-registered holders who have not objected to their Nominee disclosing certain ownership information about themselves to us are referred to as “**NOBOs**”. Those non-registered Holders who have objected to their Nominee disclosing ownership information about themselves to us are referred to as “**OBOs**”.

In accordance with the securities regulatory policy, we have distributed copies of the Meeting materials, being the Notice of Meeting, this Information Circular, and the form of proxy, directly to the NOBOs and to the Nominees for onward distribution to OBOs.

The Company does not intend to pay for a Nominee to deliver to OBOs, therefore an OBO will not receive the materials unless the OBOs Nominee assumes the costs of delivery.

Nominees are required to forward the Meeting materials to each OBO unless the OBO has waived the right to receive them. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered shareholder. Meeting materials sent to non-registered holders who have not waived the right to receive Meeting Materials are accompanied by a request for voting instructions (a “**VIF**”). This form is instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a non-registered shareholder is able to instruct the registered shareholder (or Nominee) how to vote on behalf of the non-registered shareholder. VIFs, whether provided by the Company or by a Nominee, should be completed and returned in accordance with the specific instructions noted on the VIF.

In either case, the purpose of this procedure is to permit non-registered shareholders to direct the voting of the shares which they beneficially own. **Should a non-registered holder who receives a VIF wish to attend the Meeting or have someone else attend on his, her or its behalf, the non-registered shareholder may request a legal proxy as set forth in the VIF, which will give the non-registered shareholder or his, her or its nominee the right to attend and vote at the Meeting.** Non-registered shareholders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.

REVOCATION OF PROXY

A shareholder who has given a Proxy may revoke it by an instrument in writing executed by the shareholder or by the shareholder’s attorney authorized in writing or, if the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered either to the Company, at Suite 2050 - 1055 West Georgia Street, P.O. Box 11121, Royal Centre, Vancouver, British Columbia, V6E 3P3 Canada, at any time up to and including the last business day preceding the day of the Meeting or any adjournment of it or to the chair of the Meeting on the day of the Meeting or any adjournment of it. **Only registered shareholders have the right to revoke a Proxy. Non-registered holders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective Intermediaries to revoke the Proxy on their behalf.**

A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

EXERCISE OF DISCRETION

If the instructions in a Proxy are certain, the shares represented thereby will be voted on any poll by the persons named in the Proxy, and, where a choice with respect to any matter to be acted upon has been specified in the

Proxy, the shares represented thereby will, on a poll, be voted or withheld from voting in accordance with the specifications so made.

Where no choice has been specified by the shareholder, such shares will, on a poll, be voted in accordance with the notes to Proxy.

The enclosed Proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the persons appointed proxyholders thereunder to vote with respect to any amendments or variations of matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the time of the printing of this Information Circular, the management of the Company knows of no such amendment, variation or other matter which may be presented to the Meeting.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out in this Information Circular, no person who has been a director or executive officer of the Company at any time since the beginning of the last completed financial year of the Company, no proposed nominee for election as a director of the Company, and no associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting other than the election of Directors.

VOTING SHARES AND PRINCIPAL SHAREHOLDERS

We are authorized to issue an unlimited number of common shares without par value, of which 34,400,000 common shares were issued and outstanding as of the record date of August 3, 2022. There is one class of shares only.

Any shareholder of record at the close of business on August 3, 2022, who either personally attends the Meeting or who has completed and delivered a Proxy in the manner specified, subject to the provisions described above, shall be entitled to vote or to have such shareholder's shares voted at the Meeting.

To the knowledge of our directors and executive officers, as at the date of this Information Circular, no persons or corporation beneficially own, directly or indirectly, or exercises control or direction over, shares carrying more than 10% of all voting rights, other than as set out below:

Name	Number of Shares	Approximate Percentage of Total Issued
Aidan Bishop	5,150,000	14.97%
Douglas J Kirwin	5,150,000	14.97%
Anders West	5,150,000	14.97%
Rupert Williams	5,150,000	14.97%

ELECTION OF DIRECTORS

Our directors are elected at each annual general meeting and hold office until the next annual general meeting or until that person sooner ceases to be a director. The shareholders will be asked to pass an ordinary resolution to

set the number of directors of the Company at four for the next year, subject to any increases permitted by the Company's Articles.

Unless you provide other instructions, the enclosed proxy will be voted for the nominees listed below, all of whom are presently members of the Board of Directors. Management does not expect that any of the nominees will be unable to serve as a director. If before the Meeting any vacancies occur in the slate of nominees listed below, the person named in the proxy will exercise his or her discretionary authority to vote the shares represented by the proxy for the election of any other person or persons as directors.

Management proposes to nominate the persons named in the table below for election as director. The information concerning the proposed nominees has been furnished by each of them:

Name, Position(s) with the Company⁽¹⁾ and Place of Residence⁽²⁾	Principal Occupation⁽²⁾	Date(s) Served as a Director Since	Ownership or Control Over Voting Shares Held⁽²⁾
Anders West ⁽³⁾ CEO & Director Varmland, Sweden	Managing Director of Horizon Gold Ltd ("Horizon") and President of Goldore from April 2016 to April 2020	July 19, 2021	5,150,000 ⁽⁴⁾
Rupert Williams Director Surrey, United Kingdom	Director Smaller Company Capital Ltd. from February 2014 to Present; Director of Ocean Equities Ltd. from March 1999 to January 2014	July 19, 2021	5,150,000 ⁽⁴⁾
Peeyush Varshney ⁽³⁾ Director British Columbia, Canada	Barrister and Solicitor; Principal of Varshney Capital Corp. ("VCC") from November 1999 to present; director and/or executive officer of various publicly traded companies	January 29, 2019	1,100,000 ⁽⁴⁾
Aidan Bishop ⁽³⁾ Director Davao City, Philippines	Director of Bluebird Merchant Ventures Ltd., director of Amala Foods Plc	July 19, 2021	5,150,000 ⁽⁴⁾

Notes:

- (1) For the purposes of disclosing positions held in the Company, "Company" includes the Company and any parent or subsidiary thereof.
- (2) The information as to province and country of residence, principal occupation and number of shares beneficially owned by the nominees (directly or indirectly or over which control or direction is exercised) is not within the knowledge of the management of the Company and has been furnished by the respective nominees.
- (3) Member of the Company's Audit Committee.
- (4) These common shares are subject to escrow restrictions.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Company's management, no proposed director of the Company:

- (a) is, as at the date of the Information Circular, or has been within 10 years before the date of the Information Circular, a director, CEO or CFO of any company (including the Company) that:
 - (i) was subject to a cease trade or similar order or an order that denied such other issuer access to any exemption under securities legislation for more than thirty consecutive days, that was issued while the proposed director was acting in the capacity as director, CEO or CFO; or
 - (ii) was subject to a cease trade or similar order or an order that denied such other issuer access to any exemption under securities legislation for more than thirty consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO; or
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director;
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

DIRECTOR AND EXECUTIVE COMPENSATION

The Company is a venture issuer and is disclosing its executive compensation in accordance with Form 51-102F6V.

The following persons are considered the "Named Executive Officers" or "NEOs" for the purposes of the disclosure:

- (a) the Company's CEO, including an individual performing functions similar to a CEO;
- (b) the Company's CFO, including an individual performing functions similar to a CFO;
- (c) the most highly compensated executive officer of the Company and its subsidiaries, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V Statement of Executive Compensation – Venture Issuers, for years ended March 31, 2022 and February 28, 2021; and
- (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact the individual was not an executive officer of the Company and was not acting in a similar capacity at March 31, 2022 and February 28, 2021.

Following the completion of the Transaction, Anders West, the CEO of the Company and Ravinder Kang, the CFO and Corporate Secretary of the Company, were the only NEOs of the Company during the year-end March 31, 2022. Hari Varshney, Former CEO, CFO and Director was the only NEO for the past two financial years.

Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table is a summary of compensation (excluding compensation securities) paid, awarded to or earned by the Named Executive Officers and any director who is not a Named Executive Officer for each of the Company's two most recently completed years.

Table of Compensation Excluding Compensation Securities							
Name and Position	Year (1)	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites \$(2)	Value of all other compensation (\$)	Total compensation (\$)
Anders West ⁽³⁾ CEO & Director	2022	56,679	Nil	Nil	Nil	Nil	56,679
Rupert Williams ⁽³⁾ Director	2022	57,041	Nil	Nil	Nil	Nil	57,041
Aidan Bishop ⁽³⁾ Director	2022	57,041	Nil	Nil	Nil	Nil	57,041
Ravinder Kang ⁽³⁾ CFO & Secretary	2022	Nil	Nil	Nil	Nil	Nil	Nil
Peeyush Varshney ⁽³⁾ Director	2022	Nil	Nil	Nil	Nil	25,333 ⁽⁴⁾	25,333
	2021	Nil	Nil	Nil	Nil	5,250 ⁽⁵⁾	5,250
Hari Varshney Former CEO, CFO & Director	2022	Nil	Nil	Nil	Nil	25,333 ⁽⁴⁾	25,333
	2021	Nil	Nil	Nil	Nil	5,250 ⁽⁵⁾	5,250
Mervyn Pinto Former Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Financial years ended March 31, 2022 and February 28, 2021. Year-end changed from February 28 to March 31 on the completion of the Transaction on July 19, 2021.
- (2) The value of perquisites, if any, was less than \$15,000.
- (3) Appointed as Director and/or Officer on July 19, 2021.
- (4) Pursuant to an administrative services agreement between the Company and VCC dated July 20, 2021. VCC is a B.C. private company and Peeyush Varshney and Hari Varshney are directors of VCC.
- (5) Pursuant to an administrative services agreement between the Company and VCC dated February 1, 2019. VCC is a B.C. private company and Peeyush Varshney and Hari Varshney are directors of VCC.

Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued during the most recently completed financial year ended March 31, 2022 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries. There were nil compensation securities granted or issued during the financial year ended February 28, 2021.

Compensation Securities							
Name and Position	Type of Compensation Security ⁽¹⁾	Number of Compensation on Securities, Number of Underlying Securities and Percentage of Class	Date of Issue or Grant	Issue, Conversion or Exercise Price (\$)	Closing Price of Security or Underlying Security on Date of Grant (\$)	Closing Price of Security or Underlying Security at Year End (\$) ⁽²⁾	Expiry Date
Anders West CEO & Director	Stock options	250,000 7.26%	July 19, 2021	\$0.25	\$0.25 ⁽³⁾	\$0.16	July 19, 2026
Peeyush Varshney Director	Stock options	100,000 2.90%	July 19, 2021	\$0.25	\$0.25 ⁽³⁾	\$0.16	July 19, 2026
Rupert Williams Director	Stock options	250,000 7.26%	July 19, 2021	\$0.25	\$0.25 ⁽³⁾	\$0.16	July 19, 2026
Aidan Bishop Director	Stock options	250,000 7.26%	July 19, 2021	\$0.25	\$0.25 ⁽³⁾	\$0.16	July 19, 2026
Ravinder Kang CFO & Secretary	Stock options	120,000 3.48%	July 19, 2021	\$0.25	\$0.25 ⁽³⁾	\$0.16	July 19, 2026

Notes:

- (1) All of the stated compensation securities were held by the Named Executive Officer or director on the last day of the most recently completed financial year end.
- (2) The closing price of the Company's common shares on March 31, 2022 was \$0.16.
- (3) The Company's common shares were halted from trading on the date of the grant pending trading following closing of the QT. Pricing of the options was in conjunction with the QT.

During the financial years ended March 31, 2022 and February 28, 2021 none of the Named Executive Officers or directors exercised any stock options.

Oversight and description of director and Named Executive Officer compensation

Director Compensation

The Board determines director compensation from time to time. Directors are not generally compensated in their capacities as such but the Company may, from time to time, grant to its directors incentive stock options to purchase common shares in the capital of the Company pursuant to the terms of the Stock Option Plan and in accordance with TSXV policies.

Named Executive Officer Compensation

The Board as a whole determines executive compensation from time to time. The Company does not have a formal compensation policy. The main objectives the Company hopes to achieve through its compensation are to attract and retain executives critical to the Company's success, who will be key in helping the Company achieve its corporate objectives and increase shareholder value. The Company looks at industry standards when compensating its executive officers.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information as of the date of this Information Circular regarding the number of common shares to be issued pursuant to the Company's Stock Option Plan.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in first column)
Equity compensation plans approved by security holders	2,185,000	0.22	1,255,000
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	2,185,000	0.22	1,255,000

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Information Circular, no executive officer, director, employee or former executive officer, director or employee of the Company or any of its subsidiaries is indebted to the Company, or any of its subsidiaries, nor are any of these individuals indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company, or any of its subsidiaries.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out in this Information Circular, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of Directors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed in this Information Circular, since the commencement of the Company's most recently completed financial year, no informed person of the Company, nominee for director or any associate or affiliate of an informed person or nominee, had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries. An "informed person" means: (a) a director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10% of the voting

rights other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself, if and for so long as it has purchased, redeemed or otherwise acquired any of its shares.

AUDIT COMMITTEE

Composition of Audit Committee

As at the date of this Information Circular, the Audit Committee is composed of Anders West, Peeyush Varshney and Aidan Bishop. Peeyush Varshney and Aidan Bishop are “independent” because they are not executive officers or employees of the Company. Anders West is not “independent” because he is the Company’s CEO. All three members are “financially literate” within the meaning of sections 1.4, 1.5 and 1.6 of National Instrument 52-110 *Audit Committees* (“NI 52-110”). The text of the Audit Committee’s Charter is attached as Appendix A to this Information Circular.

The Company is relying on the exemption provided by Section 6.1 of NI 52-110 by virtue of the fact that it is a venture issuer. Section 6.1 exempts the Company from the requirements of Parts 3 (*Composition of the Audit Committee*) and 6 (*Reporting Obligations*) of NI 52-110.

Relevant Education and Experience

Anders West is a Swedish Mining Engineer and Economic Geologist. He is currently the managing director of Horizon Gold and was the President of Goldore in Sweden from April 2016 to April 2020. Mr. West previously managed Wolfland Resources Inc. in the Philippines, where he managed the Bottilao porphyry and the Mainit Gold projects until 2013. After working in the Philippines, Mr. West was the President of Orezone AB, now Euro Battery Metals, in Sweden until March 2016. Mr. West obtained his M. Sc. in Economic Geology from the Norwegian University of Technology in 1983.

Peeyush Varshney obtained a Bachelor of Commerce Degree (Finance) in 1989 and a Bachelor of Laws in 1993, both from the University of British Columbia. He has been a member of the Law Society of British Columbia since September 1994. Mr. Varshney worked as an associate lawyer at the law firm of Campney & Murphy, of Vancouver, British Columbia, from September 1994 to July 1996, primarily in corporate and securities law. Mr. Varshney has been actively involved in the capital markets since 1996 and is a director of Varshney Capital Corp., a private merchant banking, public venture capital and corporate advisory firm. He is currently a director or officer of several public companies listed on the TSXV.

Aidan Bishop is the founder and director of Bluebird Merchant Ventures Ltd., a gold development company that is focused on reopening two historic underground gold mines in South Korea and targeting gold production, listed on the London Stock Exchange. Mr. Bishop is also the founder and director of a London Stock Exchange-listed company called Amala Foods Plc (previously named BigDish Plc.). He was previously the director of Gourmet Society Digital Ventures, a company based in Manila from March 2013 to April 2016, the director of PhilCocoa Ltd., a UK company, from July 2010 to 2016 and the director of Firetree Chocolate Ltd., a UK company, from June 2017 to January 2019.

Audit Committee Oversight

At no time since the beginning of our most recently completed financial years was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by our Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Company’s most recently completed financial years has the Company relied on the exemption in Section 2.4 (*De Minimis Non-audit Services*) or Part 8 (*Exemptions*) of NI 52-110. Section 2.4 provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit

services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the financial year in which the non-audit services were provided. Part 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described under the heading “Article 2 – Pre-Approval of Non-Audit Services” of the Audit Committee Charter as set out in Appendix A to this Information Circular.

Audit Fees, Audit –Related Fees, Tax Fees and all other Fees

In the following table, “audit fees” are fees billed by the Company’s external auditor for services provided in auditing the Company’s annual financial statements for the subject year. “Audit-related fees” are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company’s financial statements. “Tax fees” are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. “All other fees” are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Company to its auditor in each of the last two financial years, by category, are as follows:

Financial Year End	Audit Fees	Audit Related Fees	Tax Fees ⁽¹⁾	All Other Fees ⁽²⁾	Total
March 31, 2022	\$25,000	Nil	\$5,000 ~ \$6,000	Nil	\$30,000 ~ 31,000
February 28, 2021	\$6,500	Nil	\$1,000	\$10,750	\$18,250

Notes:

- (1) Tax fees refer to the assistance of the auditor in filing the Company’s Canadian tax returns.
- (2) Other fees refer to the auditor’s role with review of the Company’s QT disclosure documents and related matters.

Reliance on Exemptions in NI 52-110 regarding Audit Committee Composition & Reporting Obligations

Since the Company is a venture issuer, it relies on the exemption contained in section 6.1 of NI 52-110 from the requirements of Part 3 Composition of the Audit Committee and Part 5 Reporting Obligations of NI 52-110 (which requires certain prescribed disclosure about the Audit Committee in this Information Circular).

APPOINTMENT AND REMUNERATION OF AUDITOR

Shareholders will be asked to approve the appointment of Smythe LLP, as the auditor of the Company to hold office until the next annual general meeting of the shareholders at a remuneration to be fixed by the directors.

CORPORATE GOVERNANCE

National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“NI 58-101”) requires issuers to disclose their governance practices on an annual basis. A discussion of the Company’s governance practices within the context of NI 58-101 is set out below.

Board of Directors

NI 52-110 sets out the standard for director independence. Under NI 52-110, a director is independent if he or she has no direct or indirect material relationship with the Company. A material relationship is a relationship

which could, in the view of the board of directors, be reasonably expected to interfere with the exercise of a director's independent judgment. NI 52-110 also sets out certain situations where a director will automatically be considered to have a material relationship with the Company.

Applying the definition set out in NI 52-110, one member of the Board, Anders West, is not independent. Anders West is not independent by virtue of the fact that he is the Company's CEO. Peeyush Varshney, Aidan Bishop and Rupert Williams are considered to be independent.

In addition to their positions on the Board, the following directors or proposed directors for nomination also serve as directors of the following reporting issuers or reporting issuer equivalent(s):

Name of Director	Other Reporting Issuer (or equivalent in a foreign jurisdiction)
Anders West	Nil
Peeyush Varshney	AAJ Capital 3 Corp., Aneesh Capital Corp., E3 Metals Corp., Mojave Brands Inc and ZincX Resources Corp.
Rupert Williams	Goldhills Holding Ltd, Jesmond Capital Ltd. and Western Gold Exploration Ltd.
Aidan Bishop	BigDish Plc. and Bluebird Merchant Ventures Ltd (both listed on LSE)

Orientation and Continuing Education

Orientation and education of new members of the Board is conducted informally by management and members of the Board. The orientation provides background information on the Company's history, performance and strategic plans.

Ethical Business Conduct

Directors, officers and employees are required as a function of their directorship, office or employment to structure their activities and interests to avoid conflicts of interest and potential conflicts of interest and refrain from making personal profits from their positions. The Board does not consider it necessary at this time to have a written policy regarding ethical conduct.

Nomination of Directors

The Board is responsible for reviewing the composition of the Board on a periodic basis. The Board analyzes the needs of the Board when vacancies arise and identifies and proposes new nominees who have the necessary competencies and characteristics to meet such needs.

Compensation

The Board reviews and approves all matters relating to compensation of the directors and executive officers of the Company. With regard to the CEO, the Board reviews and approves corporate goals and objectives relevant to the CEO's compensation, evaluates the CEO's performance in light of those goals and objectives and sets the CEO's compensation level based on this evaluation.

Other Board Committee

The Board of Directors does not have any committees other than the Audit Committee.

PARTICULARS OF MATTERS TO BE ACTED ON

Shareholder Approval of Incentive Stock Option Plan

TSXV policy requires that all companies listed on the TSXV adopt a stock option plan if a company wishes to grant stock options and that all stock option plans that reserve a maximum of 10% of the issued and outstanding share capital of the Company at the time of grant (called a “rolling plan”), must be approved and ratified by shareholders on an annual basis in accordance with Policy 4.4 of the TSXV (“**Policy 4.4**”) which was updated on November 25, 2021. The Company last received shareholder approval for its Stock Option Plan on June 16, 2021 (the “**Plan**”). Accordingly, at the Meeting, shareholders will be asked to ratify and approve the Plan. Under the Exchange’s updated Policy 4.4 – *Security Based Compensation*, the Plan is considered a “rolling up to 10%” plan and the Company has made suitable changes to the Plan so that it meets the updated requirements of Policy 4.4. The Company is therefore seeking shareholder approval of the Company’s Plan in accordance with and subject to the rules and policies of the TSXV.

The purpose of the Plan is to provide incentives to employees, directors, officers, and consultants who provide services to the Company and to influence the cash compensation the Company would otherwise have to pay.

Under the Plan, a maximum of 10% of the issued and outstanding common shares of the Company are proposed to be reserved at any time for issuance on the exercise of stock options. Since the number of common shares reserved for issuance under the Plan increases with the issue of additional common shares of the Company, the Plan is considered to be a “Rolling up to 10% Plan” under Policy 4.4.

Terms of the Plan

Shareholders may also obtain copies of the Plan from the Company prior to the meeting on written request. The following is a summary of the material terms of Plan.

The Plan provides that the Company’s Board of Directors may from time to time, in its discretion, and in accordance with the TSXV’s requirements, grant to directors, officers and consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance does not exceed 10% of the common shares of the Company at the time of the stock option grant. Individual stock option grants must comply with the terms of the Plan and the policies of the TSXV as they relate to the minimum exercise price, hold periods, vesting and filing requirements. The Plan also includes “cashless exercise” provisions in accordance with Policy 4.4.

The Plan provides that:

- (a) options will be non-assignable and non-transferable except that they will be exercisable by the personal representative of the option holder in the event of the option holder’s death, if exercised within one year of the optionee’s death;
- (b) options may be exercisable for a maximum of 10 years from the date of grant;
- (c) options to acquire no more than 5% of the issued common shares of the Company may be granted to any one individual in any 12 month period;
- (d) options to acquire no more than 2% of the issued common shares of the Company may be granted to any one consultant in any 12 month period;
- (e) options to acquire no more than an aggregate of 2% of the issued common shares of the Company may be granted to persons retained to conduct Investor Relations Activities (as defined in Exchange Policy 1.1), in any 12 month period;
- (f) disinterested shareholder approval must be obtained for any reduction in the exercise price, or extension of the term, if the optionee is an insider of the Company at the time of the proposed amendment;
- (g) for stock options granted to Employees, Consultants or Management Company Employees (as defined in Exchange Policy 4.4), the Company represents that the optionee is a bona fide Employee, Consultant or Management Company Employee, as the case may be; and
- (h) for stock options granted to any optionee who is a Director, Employee, Consultant or Management Company Employee, the option must expire within a reasonable period following the date the option holder ceases to be a Director, Employee, Consultant or Management Company Employee.

The Company may grant options provided that the number of common shares reserved for issuance does not exceed 10% of the common shares of the Company at the time of the stock option grant.

Shareholders will be asked to pass the following, ordinary resolution, approving the Plan:

“IT IS RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. The Company adopt and confirm its stock option plan, as amended (the “Plan”), including the reserving for issuance under the Plan at any time of a maximum of 10% of the issued common shares of the Company;
2. The Company is authorized to grant stock options under the Plan, in accordance with its terms;
3. The Company is authorized to prepare such disclosure documents and make such submissions and filings as the Company may be required to make with the TSX Venture Exchange (“TSXV”) to obtain TSXV acceptance of the Plan; and
4. Authority is granted to the Board of Directors of the Company to make such amendments to the Plan as are required by the TSXV to obtain TSXV acceptance of the Plan.”

Recommendation of the Company’s Directors

The directors have reviewed and considered all facts respecting the approval of the Plan. The Company’s directors unanimously recommend that the shareholders vote in favour of ratifying and approving the Plan.

An ordinary resolution requires the approval of a simple majority (50% + one vote) of the votes cast at the Meeting, in person or by proxy. It is the intention of the persons named in the accompanying Proxy, if not expressly directed to the contrary in such Proxy, to vote such proxies FOR the ordinary resolution authorizing the approval of the Plan.

OTHER BUSINESS

Management is not aware of any matters to come before the Meeting other than those set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the Proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

Financial information concerning the Company is contained in its comparative financial statements and Management’s Discussion and Analysis for the financial years ended March 31, 2022 and February 28, 2021. Additionally, Horizon Gold financial statements were included in the Company’s filing statement dated July 6, 2021, and also filed on SEDAR on August 30, 2021 as “financial statements of operating entity”. Copies of these documents, this Information Circular and additional information relating to the Company may be found on the SEDAR website at www.sedar.com or obtained upon request from the Company without charge to shareholders:

Norrland Gold Corp.

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PO Box 11121, Royal Centre
Vancouver, BC V6E 3P3

Telephone: 604-684-2181

Email: info@varshneycapital.com

DATED this 3rd day of August, 2022

ON BEHALF OF THE BOARD

“Peeyush Varshney”

Peeyush Varshney, LL.B.
Director

APPENDIX A

Charter of the Audit Committee of the Board of Directors of Norrland Gold Corp. (the “Company”)

Article 1 – Mandate and Responsibilities

The Audit Committee is appointed by the board of directors of the Company (the “Board”) to oversee the accounting and financial reporting process of the Company and audits of the financial statements of the Company. The Audit Committee’s primary duties and responsibilities are to:

- (a) recommend to the Board the external auditor to be nominated for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company;
- (b) recommend to the Board the compensation of the external auditor;
- (c) oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- (d) pre-approve all non-audit services to be provided to the Company or its subsidiaries by the Company’s external auditor;
- (e) review the Company’s financial statements, MD&A and annual and interim earnings press releases before the Company publicly discloses this information;
- (f) be satisfied that adequate procedures are in place for the review of all other public disclosure of financial information extracted or derived from the Company’s financial statements, and to periodically assess the adequacy of those procedures;
- (g) establish procedures for:
 - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
 - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
- (h) review and approve the Company’s hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company.

The Board and management will ensure that the Audit Committee has adequate funding to fulfill its duties and responsibilities.

Article 2 – Pre-Approval of Non-Audit Services

The Audit Committee may delegate to one or more of its members the authority to pre-approve non-audit services to be provided to the Company or its subsidiaries by the Company’s external auditor. The pre-approval of non-audit services must be presented to the Audit Committee at its first scheduled meeting following such pre-approval. The Audit Committee may satisfy its duty to pre-approve non-audit services by adopting specific policies and procedures for the engagement of the non-audit services, provided the policies and procedures are detailed as to the particular service, the Audit Committee is informed of each non-audit service and the procedures do not include delegation of the Audit Committee’s responsibilities to management.

Article 3 – External Advisors

The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the external auditors as well as anyone in the organization. The Audit Committee has the ability to retain, at the Company’s expense, special legal, accounting or other consultants or experts it deems necessary in the performance of its duties.

Article 4 – External Auditors

The external auditors are ultimately accountable to the Audit Committee and the Board, as representatives of the shareholders. The external auditors will report directly to the Audit Committee. The Audit Committee will:

- (a) review the independence and performance of the external auditors and annually recommend to the Board the nomination of the external auditors or approve any discharge of external auditors when circumstances warrant;
- (b) approve the fees and other significant compensation to be paid to the external auditors;
- (c) on an annual basis, review and discuss with the external auditors all significant relationships they have with the Company that could impair the external auditors' independence;
- (d) review the external auditors' audit plan to see that it is sufficiently detailed and covers any significant areas of concern that the Audit Committee may have;
- (e) before or after the financial statements are issued, discuss certain matters required to be communicated to audit committees in accordance with the standards established by the Canadian Institute of Chartered Accountants;
- (f) consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in the Company's financial reporting;
- (g) resolve any disagreements between management and the external auditors regarding financial reporting;
- (h) approve in advance all audit services and any non-prohibited non-audit services to be undertaken by the external auditors for the Company; and
- (i) receive from the external auditors timely reports of:
 - (i) all critical accounting policies and practises to be used;
 - (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the external auditors; and
 - (iii) other material written communications between the external auditors and management.

Article 5 – Legal Compliance

On at least an annual basis, the Audit Committee will review with the Company's legal counsel any legal matters that could have a significant impact on the organization's financial statements, the Company's compliance with applicable laws and regulations and inquiries received from regulators or governmental agencies.

Article 6 - Complaints

Individuals are strongly encouraged to approach a member of the Audit Committee with any complaints or concerns regarding accounting, internal accounting controls or auditing matters. The Audit Committee will from time to time establish procedures for the submission, receipt and treatment of such complaints and concerns. In all cases the Audit Committee will conduct a prompt, thorough and fair examination, document the situation and, if appropriate, recommend to the Board appropriate corrective action. To the extent practicable, all complaints will be kept confidential. The Company will not condone any retaliation for a complaint made in good faith.