NATION GOLD CORP.
Suite 750, 1095 West Pender Street
Vancouver, British Columbia
V6E 2M6

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**Meeting**") of the shareholders of Nation Gold Corp. (the "**Corporation**") will be held at 1:00 p.m. (Vancouver time) on Thursday, December 14, 2023 at Suite 910, 800 West Pender Street, Vancouver, British Columbia for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended April 30, 2023 and accompanying report of the auditor;

2. to set the number of directors at four;

3. to elect four persons as directors of the Corporation for the ensuing year;

4. to appoint Manning Elliott LLP, Chartered Professional Accountants, as the auditor of the Corporation for the ensuing year at a remuneration to be fixed by the directors;

5. to ratify, confirm and approve the continuation of the Corporation's Amended Stock Option Plan for a period of three years and to approve the unallocated options, rights and other entitlements under the Amended Stock Option Plan in accordance with the policies of the Canadian Securities Exchange, as more particularly described in the accompanying information circular (the "**Information Circular**"); and

6. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to and expressly made a part of this Notice of Meeting.

Only shareholders of record at the close of business on November 2, 2023 will be entitled to receive notice of, and to vote at, the Meeting or any adjournment(s) or postponement(s) thereof. If you are a registered shareholder of the Corporation and are unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with Endeavor Trust Corporation., Suite 702 - 777 Hornby Street, Vancouver, BC, V6Z 1S4 (Fax: 604.559.8908) by mail, fax, email to proxy@endeavortrust.com or by following the procedure for internet voting provided in the accompanying form of proxy or voting information card no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment(s) or postponement(s) thereof. Notwithstanding the foregoing, the Chairman of the Meeting has the sole discretion to accept proxies received after such deadline but is under no obligation to do so. If a registered shareholder receives more than one form of proxy because such shareholder owns shares registered in different names or addresses, each form of proxy should be completed and returned.

If you are a non-registered shareholder of the Corporation and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (the "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia as of the 2nd day of November, 2023.

NATION GOLD CORP.

"Mark Bailey"

Chief Executive Officer and Director