



HIGHGOLD MINING INC.
405 – 375 Water St.
Vancouver, BC V6B 5C6

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 HighGold Mining Inc. (the "**Company**" or "**HighGold**") will be held at 10th Floor, 595 Howe Street, Vancouver, BC V6C 2T5, on Tuesday, May 30, 2023, at 10:30 a.m. (Vancouver Time).

At the Meeting, the shareholders will consider resolutions, for the following purposes:

1. to receive and consider the report of the directors and the financial statements of the Company, together with the auditors' report thereon, for the fiscal year ended December 31, 2022;
2. to appoint De Visser Gray LLP, Chartered Professional Accounts, as auditor of the Company for the ensuing year and authorize the directors to fix the remuneration to be paid to the auditor;
3. to fix the number of directors at five (5);
4. to elect directors for the ensuing year;
5. to consider and, if thought fit, to pass an ordinary resolution approving and ratifying the renewal of the Company's omnibus share incentive plan, as more particularly described in the Circular (as such term is defined below) accompanying this notice;
6. to consider and, if thought fit, to pass a special resolution (the "**Arrangement Resolution**") approving an arrangement (the "**Arrangement**") under section 288 of the *Business Corporations Act* (British Columbia) (the "**Act**") among the Company, its securityholders and Onyx Gold Corp. ("**Onyx**"), pursuant to which the Company and the Company's shareholders will receive shares of Onyx;
7. subject to the approval of the Arrangement Resolution, to consider and, if thought fit, to pass, with or without variation, an ordinary resolution approving the implementation of an omnibus share incentive plan for Onyx, subject to regulatory approval, as more fully set forth in the information circular (the "**Circular**") accompanying this notice; and
8. to transact such further or other business as may properly come before the Meeting and any adjournment(s) thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Circular. The audited consolidated financial statements and related MD&A for the Company for the fiscal year ended December 31, 2022 are available upon request to the Company and they can be found on SEDAR at www.sedar.com.

This notice is accompanied by the Circular, a form of proxy and a supplemental mailing list return card.

The board of directors of the Company (the "**Board**") has by resolution fixed the close of business on April 25, 2023 as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to notice of and to vote at the Meeting and any adjournment(s) thereof.

Shareholders are encouraged to vote on the matters BEFORE the Meeting by proxy to ensure that their votes are properly counted. Those Shareholders who are unable to attend the Meeting are requested to read the notes to the enclosed form of proxy and then to, complete, sign and mail the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Circular accompanying this notice.

Proxies to be used at the Meeting must be completed, dated, signed and returned to Computershare Investor Services Inc., Proxy Department, at 8th Floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1 by 10:30 a.m. (Vancouver time) on May 26, 2023, or if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the date to which the Meeting is adjourned or postponed. Telephone voting can be completed at 1-866-732-8683, voting by fax can be sent to 1-866-249-7775 or 416-263-9524 and Internet voting can be completed at www.investorvote.com.

Non-Registered Shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.

AND TAKE NOTICE that dissenting shareholders in respect of the proposed Arrangement are entitled to be paid the payout value of their shares in accordance with section 238 of the Act. Pursuant to the Interim Order (as defined in the Circular) of the Supreme Court of British Columbia dated April 27, 2023 and the Act, a registered holder of common shares of the Company may until 10:30 a.m. (Vancouver Time) on the day which is two days immediately preceding the date of the Meeting give the Company a notice of dissent in the manner provided for in the Interim Order with respect to the Arrangement Resolution. As a result of giving a notice of dissent, a shareholder may, on receiving a notice of implementation of the Arrangement Resolution, require the Company to purchase all of the common shares held by such shareholder in respect of which the notice of dissent was given. These dissent rights are described in the Circular.

DATED at Vancouver, British Columbia, this 25th day of April, 2023.

BY ORDER OF THE BOARD

(Signed) "Darwin Green"

Darwin Green

President, Chief Executive Officer and Director