



## **P2 GOLD INC.**

### **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting of shareholders (the “**Meeting**”) of **P2 Gold Inc.** (the “**Company**”) will be held at Suite 1100, 355 Burrard Street, Vancouver, British Columbia on May 12, 2023, at 11:30 a.m. PT for the following purposes:

1. to receive and consider the audited financial statements of the Company for the year ended December 31, 2022 and the report of the auditors thereon;
2. to set the number of directors at eight;
3. to elect the directors for the ensuing year;
4. to appoint PricewaterhouseCoopers LLP, as auditor of the Company for the ensuing year and to authorize the directors to fix its remuneration;
5. to ratify and approve the 10% rolling stock option plan of the Company, as more particularly described in the accompanying management information circular of the Company dated March 24, 2023; and
6. to transact such other business as may properly come before the Meeting or any adjournments thereof.

**The Company strongly recommends that Shareholders vote by Proxy or voting instruction form (“VIF”) in advance to ease the voting tabulation at the Meeting by Computershare Investor Services Inc. (“Computershare”).**

The record date for notice and for voting at the Meeting is March 24, 2023. Only registered shareholders at the close of business on March 24, 2023 will be entitled to vote at the Meeting.

The Company has adopted the notice and access model for the delivery of the Notice of Meeting, Information Circular, financial statements and management’s discussion and analysis for the year ended December 31, 2022 (collectively, the “**Meeting Materials**”) to Shareholders for the Meeting. Under Notice and Access, instead of receiving printed copies of the Meeting Materials, Shareholders receive a Notice and Access notification containing the Meeting date, location and purpose, as well as information on how they can access the Meeting Materials electronically. Shareholders will also receive a form of Proxy (for registered shareholders) or a Voting Instruction Form (for beneficial shareholders), allowing each

shareholder to submit their vote by proxy at the Meeting. Electronic delivery reduces paper consumption, which is consistent with the Company's environmental commitments, and also reduces the Company's printing and mailing costs.

The Meeting Materials are available on the Company's website at [www.p2gold.com/investors/agm-materials](http://www.p2gold.com/investors/agm-materials) and under the Company's profile on the System for Electronic Document Analysis and Retrieval ("SEDAR") at [www.sedar.com](http://www.sedar.com).

Shareholders with questions about the Notice and Access system, or who would like to request printed copies of the Meeting Materials, should contact the Company's Corporate Secretary by telephone at 778-731-1062 or email at [info@p2gold.com](mailto:info@p2gold.com). A request for printed copies which are required in advance of the Meeting should be made no later than April 25, 2023 in order to allow sufficient time for mailing.

There are several convenient ways to vote your shares: 1) By mail or by hand to: Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1; or 2) By fax to: 416-263-9524 or 1-866-249-7775; or 3) By internet at: [www.investorvote.com](http://www.investorvote.com) using the control number listed on the Proxy; or 4) By telephone at: 1-866-732-8683 (toll free).

**To be voted, proxies must be received by Computershare at any time prior to 11:30 a.m. PT on May 10, 2023 or 48 hours prior to the time of any adjournments of the Meeting (excluding Saturdays, Sundays and holidays).**

DATED at Vancouver this 24<sup>th</sup> day of March 2023.

**BY ORDER OF THE BOARD OF DIRECTORS**

(Signed) "*Joseph Ovsenek*"  
President, Chief Executive Officer, Chairman and Director