

VICTORIA GOLD CORP.
80 Richmond Street West, Suite 204
Toronto, Ontario
M5H 2A4

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of the shareholders of Victoria Gold Corp. (the "**Company**" or "**Victoria**") will be held on Friday, May 10, 2024 at 10:00 p.m. (Pacific Time) at the offices of Victoria Gold Corp. located at 1050 West Pender Street, Suite 1000, Vancouver, British Columbia, V6E 3S7, for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the financial year, which ended December 31, 2023 (with comparative statements relating to the preceding fiscal period), together with the report of the auditor thereon;
2. to appoint the auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration of the auditor;
3. to fix the number of directors to be elected for the ensuing year at eight (8);
4. to elect the directors of the Company for the ensuing year; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The Company is offering shareholders the option to listen to and view (but not participate or vote) in the formal portion of the Meeting by webcast. Shareholders may access the webcast by using the following coordinates:

Webcast:

<https://us02web.zoom.us/j/85381182220?pwd=S0ZlMlpOOEcZVpFbzRoeUs0VkdVUT09&from=addon>

The Meeting will be held in person with a webcast feature for listening and viewing only. Shareholders will not be able to participate or vote at the Meeting via the webcast feature. All registered shareholders are urged to vote on the matters before the Meeting by proxy which can be submitted electronically, by mail, by hand delivery, or by phone as further described herein. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release which would be available on SEDAR+ (www.sedarplus.ca) under the Company's issuer profile. Please monitor the Company's press releases as well as the Company's website for updated information up until the date of the Meeting. The Company does not intend to prepare an amended management information circular in the event of changes to the Meeting format.

Particulars of the foregoing matters are set forth in the management information circular of the Company dated March 25, 2024 (the "**Circular**"). The Company has elected to use the notice-and-access provisions under National Instrument 54-101-Communication with Beneficial Owners of Securities of a Reporting Issuer and National Instrument 51-102-Continuous Disclosure Obligations ("**Notice-and-Access Provisions**") for this Meeting. Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to

shareholders of the Company by allowing the Company to post the Circular and any additional materials online. Shareholders will still receive this notice of Meeting (the "**Notice of Meeting**") and a form of proxy and may choose to receive a hard copy of the Circular. The Company will not use procedures known as 'stratification' in relation to the use of the Notice-and-Access Provisions.

Please review the Circular carefully and in full prior to voting on the matters set out above as the Circular has been prepared to help you make an informed decision on such matters. This Circular and other relevant materials are available at: www.envisionreports.com/VictoriaGoldCorp2024 and on SEDAR+ (www.sedarplus.ca) under the Company's issuer profile. Any shareholder who wishes to receive a paper copy of the Circular should contact the Company at (416) 866-8800 ext. 6223, toll-free: 1-866-928-9098 ext. 6223. In order to ensure that a paper copy of the Circular can be delivered to a requesting shareholder in time for such shareholder to review the Circular and return a proxy or voting instruction form prior to the deadline to receive proxies, it is recommended that requests be received by no later than April 30, 2024. A shareholder may also use the toll-free number noted above to obtain additional information about the Notice-and-Access Provisions.

The directors of the Company have fixed the close of business on **March 25, 2024** as the record date for the determination of shareholders of the Company entitled to receive notice of, and to vote at, the Meeting. Only shareholders whose names have been entered in the register of shareholders as of the close of business on the record date will be entitled to receive notice of, and to vote at, the Meeting.

Registered Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the accompanying form of proxy in accordance with the instructions set out in the form of proxy. Proxies will not be valid unless a completed, dated and signed form of proxy is received by the Company's transfer agent, Computershare Investor Services Inc. by mail or hand delivery at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department or by fax at 1-866-249-7775 not later than 10:00 am (Pacific Time) on May 8, 2024, or at least two business days preceding the date of the Meeting or any adjournment thereof or with the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof. Registered shareholders are also entitled to vote their Common Shares through the internet at www.investorvote.com or by telephone at 1-866-732-8686 (toll-free) no later than 10:00 am (Pacific Time) on May 8, 2024, or at least two business days preceding the date of the Meeting or any adjournment thereof. Non-Registered Shareholders (as defined herein) are requested to contact their broker, bank or other intermediary for instructions on how to vote at the Meeting.

Only registered shareholders of the Company, or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting. For information with respect to shareholders who own their shares beneficially through an intermediary, see "*Non-Registered Shareholders*" in the Circular.

DATED at Toronto, Ontario this 25th day of March, 2024.

BY ORDER OF THE BOARD

(Signed) "John McConnell"
President & Chief Executive Officer