



BATTLE NORTH GOLD CORPORATION

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Date: May 11, 2021
Time: 4:30 p.m. (Eastern Time)
Live Audio Webcast: <https://web.lumiagm.com/207274698>
Password: “bngc2021” (case sensitive)

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Battle North Gold Corporation (the “**Company**”) will be held on May 11, 2021, at 4:30 p.m. (Eastern Time). The Company is conducting a virtual Meeting, which allows for attendance and participation in person, exclusively online via live audio webcast. Registered Shareholders and duly appointed proxyholders present in person at the Meeting online, will be able to fully participate, vote, or submit questions during the Meeting’s live audio webcast.

At the Meeting, Shareholders will be considering the following matters:

- (i) to receive and consider the audited consolidated financial statements of the Company for the financial year ended December 31, 2020, together with the report of the auditors thereon;
- (ii) to appoint PricewaterhouseCoopers LLP as auditors of the Company for the ensuing year and authorize the directors to fix their remuneration;
- (iii) to elect directors of the Company for the ensuing year;
- (iv) to consider, pursuant to an interim order of the Supreme Court of British Columbia dated April 9, 2021, as the same may be amended, modified or varied (the “**Interim Order**”), and, if deemed advisable, to pass, with or without variation, a special resolution (the “**Arrangement Resolution**”) to approve a proposed plan of arrangement involving the Company, Evolution Mining Limited (the “**Purchaser**”) and Evolution Mining (Canada Holdings) Limited (“**Acquireco**”), pursuant to Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”) (the “**Arrangement**”). The full text of the Arrangement Resolution is set forth in Appendix “A” to the accompanying management information circular (the “**Circular**”); and
- (v) to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

Specific details of the matters proposed to be put before the Meeting are set forth in the Circular which accompanies and is deemed to form part of this Notice of Annual General and Special Meeting of Shareholders (the “**Notice**”).

Given the ongoing COVID-19 pandemic, its public health impact, the associated current restrictions on and the risk in attending large group gatherings and to mitigate risks to the health and safety of the Company’s community, Shareholders and employees, the Company has made the decision to hold the Meeting in a virtual-only format. Shareholders, regardless of geographic location and ownership, will have an opportunity to participate at the Meeting and engage with the directors of the Company and management.



You are encouraged to provide your voting instructions or appoint your proxyholder online in advance of the Meeting in accordance with the instructions on the form of proxy or voting instruction form as this will reduce the risk of any mail disruptions. If you prefer, you may also vote in advance using any of the other voting methods set out in the accompanying form of proxy or voting instruction form by following the instructions on the form of proxy or voting instruction form. You will need your control number contained in the accompanying form of proxy or voting instruction form in order to vote online.

You should submit your voting instructions right away to meet the voting deadline. For your proxy voting instructions to be valid, they must be received by no later than 4:30 p.m. (Eastern time) on May 7, 2021, or if the Meeting is postponed or adjourned, no later than 48 hours (excluding Saturdays, Sundays and statutory holidays in British Columbia) before the time of the adjourned or postponed Meeting. See voting instructions on the form of proxy or voting instruction form for information on how to vote and other important things to know.

You may also attend, participate and vote at the Meeting in real time. See voting instructions in the Circular for further information. Even if you currently plan to participate in the virtual Meeting, you should consider voting your shares by proxy in advance so that your vote will be counted if you later decide not to attend the Meeting or in the event that you are unable to access the Meeting for any reason.

Before the Meeting it is recommended that you check that your browser for the device you are using is compatible by going to <https://web.lumiagm.com/207274698> on your smartphone, table or computer. You will need the latest version of Chrome, Safari, Edge or Firefox. Please do not use Internet Explorer.

Detailed information on how Shareholders can attend, participate in and vote at the Meeting is available in the Circular. If you are accessing the Meeting you must remain connected to the internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure internet connectivity for the duration of the meeting.

Pursuant to the Interim Order, registered Shareholders have been granted the right to dissent in respect of the Arrangement Resolution and, if the Arrangement becomes effective, to be paid an amount equal to the fair value of their Common Shares in accordance with the provisions of Sections 237 to 247 of the BCBCA, as modified by the Interim Order and the plan of arrangement (the "**Plan of Arrangement**"). This dissent right and the procedures for its exercise are described in the Circular under the heading "*Dissenting Shareholders' Rights*". Copies of the Plan of Arrangement, the Interim Order and the text of Sections 237 to 247 of the BCBCA are set forth in Appendices "C", "F" and "G", respectively, to the Circular.

The board of directors of the Company (the "**Board**") has fixed the record date for the Meeting as at the close of business on March 24, 2021 (the "**Record Date**"). Only Shareholders of the Company of record as at that date are entitled to receive notice of the Meeting. Shareholders of record will be entitled to vote those Common Shares included in the list of Shareholders entitled to vote at the Meeting prepared as at the Record Date.

If you have any questions or need assistance in your consideration of the Arrangement or with the completion and delivery of your proxy, please contact the Company's proxy solicitation agent, Shorecrest Group Ltd., by email at contact@shorecrestgroup.com or by telephone at +1-888-637-5789 (North American Toll-Free), or +1-647-931-7454 (Outside North America).

BY ORDER OF THE BOARD

(signed) "*Julian Kemp*"

Julian Kemp
Chair of the Board of Directors

Toronto, Ontario
April 9, 2021