



Palisades Goldcorp Ltd.
1055 West Georgia Street, Suite 2129
Vancouver, British Columbia, V6E 3P3
Canada

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON AUGUST 27, 2025**

NOTICE IS HEREBY GIVEN that the **Annual General and Special Meeting** (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Palisades Shares**”) of **PALISADES GOLDCORP LTD.** (“**Palisades**” or the “**Company**”) will be held at the **27th Floor, The Stack, 1133 Melville Street, Vancouver BC, V6E 4E5**, on **Wednesday, August 27, 2025, at 10:00 a.m. (Pacific Daylight Time)**, for the following purposes:

1. to receive and consider the audited financial statements of the Company, together with the notes thereto and the auditor’s report thereon, for the financial year ended December 31, 2024;
2. to fix the number of directors to be elected at the Meeting at four (4);
3. to elect directors of the Company to hold office until the next annual meeting of Shareholders;
4. to appoint Deloitte LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration to be paid to the auditor;
5. to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution approving the Company’s “10% rolling” stock option plan, dated for reference May 21, 2021, as amended September 23, 2022 (the “**Stock Option Plan Resolution**”), in the form attached as Schedule A to and as more particularly described in the management information circular of the Company July 21, 2025 (the “**Circular**”);
6. subject to the approval of the Stock Option Plan Resolution, to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested Shareholders ratifying and approving the previous grant of 2,650,000 conditional stock options on June 6, 2025, at an exercise price of \$1.50 per Share (the “**Conditional Options Resolution**”), under the Company’s stock option plan, as more particularly described in the Circular;
7. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested Shareholders, approving the potential creation of Michael Parker as a new Control Person of the Company, as such term is defined in the policies of the TSX Venture Exchange (the “**Creation of New Control Person Resolution**”);
8. to consider and, if deemed advisable, to approve, with or without variation, a special resolution of the Shareholders (the “**Arrangement Resolution**”) approving a statutory plan of arrangement (the “**Plan of Arrangement**”) pursuant to Section 288 of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”) as more fully described in the Circular; and
9. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Shareholders are advised to review the Circular before voting.

Although no other matters are contemplated, the Meeting may also consider the transaction of such other business, and any permitted amendment to or variation of any matter identified in this Notice, as may properly come before the Meeting or any adjournment thereof. Accompanying this Notice and Circular is a (i) form of proxy or voting instruction form – please follow the voting instructions detailed therein, and (ii) financial statements request form.

The board of directors of the Company (the “**Board**”) has fixed the close of business on Monday, July 21, 2025, as the record date (the “**Record Date**”) for determining Shareholders who are entitled to receive notice and to vote at the Meeting. Only Shareholders of record at the close of business on the Record Date will be entitled to vote at the Meeting.

Registered Shareholders unable to attend the Meeting in person and who wish to ensure that their Palisades Shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Circular.

Registered Shareholders who validly dissent in respect of the Arrangement Resolution pursuant to and in the manner set forth in Section 237 to 247 of the BCBCA will be entitled to be paid the fair value of their Palisades Shares. The right of registered Shareholders to dissent is more particularly described in the accompanying Circular under the heading “*The Arrangement – Dissent Rights*”. Failure to strictly comply with the requirements with respect to the dissent rights set forth in the BCBCA (as described in the Interim Order and Plan of Arrangement) may result in the loss of any right to dissent. Persons who are beneficial owners of the Palisades Shares registered in the name of a broker, custodian, nominee or other intermediary and who wish to dissent must make arrangements for the Palisades Shares beneficially owned by them to be registered in their name before the time the written objection to the Arrangement Resolution is required to be received by the Company, or alternatively, make arrangements for the registered holder of their Palisades Shares to dissent on their behalf.

Non-registered Shareholders who plan to attend the Meeting must follow the instructions set out in the voting instruction form to ensure that their Palisades Shares will be voted at the Meeting. If you hold your Palisades Shares in a brokerage account, you are a non-registered Shareholder.

Shareholders and duly appointed proxyholders are advised that the location of the Meeting has restricted access. To ensure Shareholders and proxyholders are able to access the Meeting location, the Company requests Shareholders and proxyholders planning to attend the Meeting to pre-register. Pre-registration will enable the Company to make the necessary arrangements and provide specific access instructions. To pre-register for attendance, please connect with the Meeting Coordinator via email to Palisades@keystonecorp.ca.

DATED at Vancouver, British Columbia, this July 21, 2025.

BY ORDER OF THE BOARD

/s/ Collin Kettell

Collin Kettell
Chief Executive Officer