



CANAGOLD RESOURCES LTD.

1250 - 625 Howe Street
Vancouver, British Columbia Canada V6C 2T6
Telephone: 604 685-9700

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of **Canagold Resources Ltd.** (the “**Company**”) will be held at Suite 1250, 625 Howe Street, Vancouver, British Columbia, Canada on Thursday, June 12, 2025, at 10:00 a.m. (Pacific Time), for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company for the financial year ended December 31, 2024, together with the report of the Auditor thereon (the “**Annual Financial Statements**”) and the related management’s discussion and analysis (the “**MD&A**”);
2. To elect Directors of the Company for the ensuing year;
3. To appoint Davidson & Company LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year and authorize the Directors to fix their remuneration;
4. To consider and if deemed appropriate, to approve an ordinary resolution of shareholders to ratify, confirm and approve the Company’s Omnibus Incentive Plan, as amended, for continuation for a three-year period, as such Omnibus Incentive Plan, and the amendments made thereto, are described in the Information Circular, see *Particulars of Matters to be Acted Upon – Omnibus Plan Amendment and Renewal*; and
5. To consider and if deemed appropriate, to pass, with or without variation, a non-binding advisory resolution on executive compensation, as described in the Information Circular.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to, or variation of, any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Shareholders of record on the Company’s books at the close of business on May 5, 2025 are entitled to attend and vote at the Meeting or at any postponement or adjournment thereof. Each common share is entitled to one vote.

The Annual Financial Statements and MD&A will be made available at the Meeting and are available on SEDAR+ at www.sedarplus.ca.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their 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 Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.

DATED at Vancouver, British Columbia, this 9th day of May, 2025.

BY ORDER OF THE BOARD OF DIRECTORS

“Catalin Kilofliski”

**Catalin Kilofliski
Chief Executive Officer**