

NEWORIGIN GOLD CORP.

NOTICE OF SPECIAL MEETING OF COMPANY SHAREHOLDERS

NOTICE IS HEREBY GIVEN that, pursuant to an order (the “**Interim Order**”) of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated September 11, 2024, a special meeting (the “**Meeting**”) of the holders (the “**Company Shareholders**”) of common shares (the “**Company Shares**”) of NewOrigin Gold Corp. (“**NEWO**” or the “**Company**”) will be held in person at the offices of Peterson McVicar LLP at 110 Yonge Street, Suite 1601, Toronto, ON M5C 1T4 on October 23, 2024 at 10:00 a.m. (Toronto time), subject to any adjournment(s) or postponement(s) thereof, for the following purposes:

1. to consider, pursuant to the Interim Order, and if deemed advisable, to pass, with or without variation, a special resolution (the “**Arrangement Resolution**”), the full text of which is set forth in Appendix A to the accompanying management information circular (the “**Circular**”) of NEWO dated September 12, 2024, approving a statutory plan of arrangement (the “**Arrangement**”) under section 182 the *Business Corporations Act* (Ontario) (the “**OBCA**”) involving, among others, Harfang Exploration Inc. (“**Harfang**”) and NEWO, in accordance with the terms of the arrangement agreement dated August 8, 2024 between Harfang and NEWO (as amended, supplemented or otherwise modified from time to time, the “**Arrangement Agreement**”), as more particularly described in the Circular; and
2. to transact such other business, including amendments to the foregoing, as may properly be brought before the Meeting and any adjournment or postponement thereof.

The board of directors of NEWO (the “Company Board”) unanimously (with Jean-Pierre Janson abstaining as he is also a director of Harfang) recommends that Company Shareholders vote FOR the Arrangement Resolution. It is a condition to the completion of the Arrangement that the Arrangement Resolution be approved at the Meeting. If the Arrangement Resolution is not approved by the Company Shareholders, the Arrangement cannot be completed.

Each Company Share entitled to be voted in respect of the Arrangement Resolution will entitle the holder to one vote at the Meeting. The Arrangement Resolution must be approved by at least two-thirds of the votes cast by Company Shareholders present in person or represented by proxy at the Meeting.

The Arrangement Agreement has been filed under NEWO’s issuer profile on SEDAR+ at www.sedarplus.ca. This Notice of Special Meeting of Company Shareholders is accompanied by the Circular which contains additional information relating to matters to be dealt with at the Meeting.

The Company Board has set the close of business (Toronto time) on September 10, 2024 as the record date (the “**Record Date**”) for determining the Company Shareholders who are entitled to receive notice of and vote at the Meeting. Only persons shown on the register of Company Shareholders at the close of business (Toronto time) on the Record Date will be entitled to receive notice of the Meeting and vote on the Arrangement Resolution.

As a Company Shareholder, it is important that you read this Notice of Special Meeting of Company Shareholders and the Circular carefully and then vote your Company Shares. Proxies to be used or acted upon at the Meeting must be completed and deposited with NEWO’s transfer agent, Computershare Investor Services Inc. (“**Computershare**”), in accordance with the instructions thereon. To be effective, a duly completed proxy must be received by Computershare by 10:00 a.m. (Toronto time) on October 21, 2024 (or by 10:00 a.m. (Toronto time) on the day other than a Saturday, Sunday or statutory or civic holiday in the Province of Ontario which is at least 48 hours prior to any adjourned or postponed Meeting). Company Shareholders may vote online, by telephone or by mail following the instructions found in the enclosed form of proxy or voting instruction form. Late proxies may be accepted or rejected by the Chair of the Meeting in his or her discretion. The Chair is under no obligation to accept or reject any particular late proxy. The time limit for deposit of proxies may be waived or extended by the Chair of the Meeting, at the Chair’s discretion, with or without notice. Non-Registered Company Shareholders holding Company Shares through an intermediary or broker may have an earlier deadline by which the intermediary or broker must receive voting

instructions. Non-Registered Company Shareholders that hold Company Shares through an intermediary or broker and receive these materials through such intermediary or broker should complete and send the form of proxy or voting instruction form in accordance with the instructions provided by such intermediary or broker.

Pursuant to the Interim Order, Registered Company Shareholders entitled to vote at the Meeting have a right to dissent with respect to the Arrangement Resolution and, if the Arrangement becomes effective, to be paid an amount equal to the fair value of their Company Shares as of the close of business (Toronto time) on the day before the Arrangement Resolution was approved, provided that they have strictly complied with the dissent procedures set out under section 185 of the OBCA, as modified by the plan of arrangement (the “**Plan of Arrangement**”), a copy of which is attached in Appendix D to the Circular, and the Interim Order. A Registered Company Shareholder wishing to exercise rights of dissent with respect to the Arrangement Resolution must send to NEWO a written objection to the Arrangement Resolution, which written objection must be received by NEWO, at 110 Yonge Street, Suite 1601, Toronto, Ontario, M5C 1T4, Attention: Robert Valliant, Chairman and Interim Chief Executive Officer, with a copy to NEWO’s counsel, Peterson McVicar LLP, Attention: Dennis Peterson, 110 Yonge Street, Suite 1601, Toronto, Ontario, M5C 1T4 not later than 4:00 p.m. (Toronto time) on October 21, 2024 (or the day that is two Business Days immediately preceding the date that any adjourned or postponed Meeting is reconvened or held, as the case may be), and must otherwise strictly comply with the dissent procedures prescribed by the OBCA, as modified by the Plan of Arrangement and the Interim Order. A Company Shareholder’s right to dissent is more particularly described in the Circular. A copy of the Interim Order and the text of section 185 of the OBCA are set forth in Appendix B and Appendix H, respectively, to the Circular.

Failure to strictly comply with the requirements set forth in section 185 of the OBCA, as modified by the Plan of Arrangement and the Interim Order, may result in the loss of any right to dissent. Non-Registered Company Shareholders who wish to dissent should be aware that only Registered Company Shareholders entitled to vote at the Meeting are entitled to dissent in respect of the Arrangement Resolution. Registered Company Shareholders may only dissent with respect to all of their Company Shares held on behalf of any one such beneficial holder and registered in the name of such dissenting Company Shareholder. Accordingly, a Non-Registered Company Shareholder desiring to exercise the right to dissent must make arrangements for the Company Shares beneficially owned by such Non-Registered Company Shareholder to be registered in such Non-Registered Company Shareholder’s name prior to the time the written objection to the Arrangement Resolution is required to be received by NEWO or, alternatively, make arrangements for the registered holder of such Company Shares to dissent on the Non-Registered Company Shareholder’s behalf. It is strongly suggested that any Company Shareholder wishing to dissent seek independent legal advice, as the failure to strictly comply with the provisions of section 185 of the OBCA, as modified by the Plan of Arrangement and the Interim Order, may prejudice such Company Shareholder’s right to dissent.

Company Shareholders that have any questions or need additional information regarding the voting of their Company Shares should consult their financial, legal, tax or other professional advisor.

If you have any questions or need assistance voting, you can contact Computershare at its toll free number in North America at 1-800-564-6253 or outside of North America at 1-514-982-7555.

Your vote is very important, regardless of the number of Company Shares that you own. Whether or not you expect to attend the Meeting, we encourage you to vote your form of proxy or voting instruction form, as applicable, as promptly as possible to ensure that your vote will be counted at the Meeting.

Notice and Access

The Corporation has elected to deliver the materials in respect of the Meeting (the “**Meeting Materials**”) pursuant to the notice-and-access provisions (“**Notice-and-Access Provisions**”) concerning the delivery of proxy-related materials to Company Shareholders, found in 9.1(1) of National Instrument 51-102 –

Continuous Disclosure Obligations (“**NI 51-102**”), in the case of Registered Company Shareholders, and section 2.7.1 of National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer (“**NI 54-101**”), in the case of Non-Registered Company Shareholders. The Notice-and-Access Provisions are a set of rules that reduce the volume of proxy-related materials that must be physically mailed to securityholders by allowing issuers to deliver meeting materials to securityholders electronically by providing Registered Company Shareholders with access to these materials online via the System for Electronic Document Analysis and Retrieval+ (“**SEDAR+**”) and one other website, rather than mailing paper copies of such materials to Company Shareholders. Electronic copies of this Circular and proxy materials may be found on the Company’s SEDAR+ profile at www.sedarplus.ca and also on the Company’s website at www.neworigingold.com under “Investors/Shareholder-Meeting-Information”.

The Company will not use procedures known as “stratification” in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of this Circular to some Company Shareholders with the notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of this Circular. Shareholders are reminded to review the Circular before voting.

Although the Circular will be posted electronically on-line as noted above, Shareholders will receive paper copies of a “notice package” via prepaid mail containing information prescribed by NI 54-101 and NI 51-102 and a form of proxy or voting instruction form.

Shareholders with questions about notice-and-access can call NEWO’s transfer agent Computershare at 1-866-249-7775. Shareholders may also obtain paper copies of the Circular, by contacting the Company’s Corporate Secretary at explore@neworigingold.com.

Reference is made to the Circular of NEWO dated September 12, 2024, which contains additional details concerning the matters outlined above.

SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR PRIOR TO VOTING. SEE BELOW FOR HOW TO VIEW AND ACCESS OF COPY OF THE CIRCULAR.

WEBSITES WHERE THE CIRCULAR IS POSTED

The Circular can be viewed online:

- under the Company’s profile at www.sedarplus.ca; or
- at the Company’s website at <https://www.neworigingold.com/investors/shareholder-meeting-infomration/>

HOW TO OBTAIN PAPER COPIES OF THE CIRCULAR

Shareholders may request paper copies of the Circular be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Circular was filed on SEDAR.

To request paper copies of the Circular before the Meeting, e-mail the Corporate Secretary, at explore@neworigingold.com. The Circular will be sent to you within three Business Days of receiving your request. Requests for paper copies must be received by at least October 8, 2024 in order to receive the Circular in advance of the proxy deposit date and Meeting. The Circular will be sent to such shareholders within three Business Days of their request if such requests are made before the Meeting. Those shareholders with existing instructions on their account to receive a paper copy of meeting materials will receive a paper copy of the Circular with this notification.

VOTING

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities you must vote using the methods reflected on your enclosed Proxy or Voting Instruction Form. Your Proxy or Voting Instruction Form must be received by 10:00 am EST, on October 21, 2024.

PLEASE VIEW THE CIRCULAR PRIOR TO VOTING

THE NEWO BOARD OF DIRECTORS UNANIMOUSLY (WITH JEAN-PIERRE JANSON ABSTAINING AS HE IS ALSO A DIRECTOR OF HARFANG) RECOMMENDS THAT COMPANY SHAREHOLDERS VOTE FOR THE ARRANGEMENT RESOLUTION

DATED at Toronto, Ontario, this 12th day of September, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS
OF NEWORIGIN GOLD CORP.**

(signed) "Robert Valliant"

Robert Valliant
Chairman and Interim Chief Executive Officer