

PIRATE GOLD CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

To be held on June 5, 2026

and

MANAGEMENT INFORMATION CIRCULAR

May 1, 2026

PIRATE GOLD CORP.

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of the shareholders of **Pirate Gold Corp.** (“Sokoman” or the “Company”) will be held on **June 5, 2026 at 10:00 a.m. (PDT) at 2110, 650 West Georgia Street, Vancouver, BC V6B 4N8** the following purposes:

1. To receive the Report of the Directors;
2. To receive the financial statements of the Company and the Auditors’ Report thereon for the year ended June 30, 2025;
3. To fix the number of directors at five;
4. To elect directors for the ensuing year;
5. To appoint auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
6. To consider, and if thought fit, to approve, with or without amendment, an ordinary resolution to approve the Company’s Omnibus 10% Rolling Long-Term Incentive Plan; and
7. To transact such further or other business as may properly come before the meeting and any adjournment thereof.

INSIDERS TO WHOM SHARES MAY BE ISSUED UNDER THE AMENDED PLAN, AND THEIR RESPECTIVE ASSOCIATES AND AFFILIATES, WILL ABSTAIN FROM VOTING ON THE FOREGOING RESOLUTION. THE APPROVAL OF A MAJORITY OF DISINTERESTED SHAREHOLDERS OF THE COMPANY IS THEREFORE SOUGHT.

This notice is accompanied by a Management Information Circular, either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders, and, for those registered shareholders who so requested, a copy of the audited annual consolidated financial statements and management’s discussion and analysis (“MD&A”) of the Company for the year ended June 30, 2025 (collectively, the “Meeting Materials”). Shareholders are able to request to receive copies of the Company’s annual report (including audited consolidated financial statements and MD&A) and/or interim consolidated financial report and MD&A by marking the appropriate box on the form of proxy or voting instruction form, as applicable. The audited annual consolidated financial statements and MD&A of the Company for the year ended June 30, 2025 are being sent to those shareholders who have previously requested to receive them. Otherwise, they are available upon request to the Company or they can be found on SEDAR+ at www.sedarplus.ca, or on the Company’s website at www.pirategold.ca

Shareholders who are unable to attend the Meeting are requested to complete, date, sign and return the enclosed form of proxy or voting instruction form, as applicable, so that as large a representation as possible may be had at the Meeting.

The Board of Directors of the Company has, by resolution, fixed the close of business on May 1, 2026 as the record date, being the date for the determination of the registered holders of common shares entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The Board of Directors of the Company has, by resolution, fixed 10:00 a.m. (PDT Time) on June 3, 2026 or no later than 48 hours before the time of any adjourned Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof shall be deposited with the Company's transfer agent.

If you hold your Common Shares in a brokerage account, you are a non-registered shareholder ("Beneficial Shareholder"). Beneficial Shareholders who hold their Common Shares through a bank, broker or other financial intermediary should carefully follow the instructions found on the form of Proxy or VIF provided to them by their intermediary, in order to cast their vote, or in order to notify the Company if they plan to attend the Meeting.

DATED at Vancouver this 1st day of May, 2026

BY ORDER OF THE BOARD
PIRATE GOLD CORP.

"Denis Laviolette"
Denis Laviolette, CEO