



**NEWFOUND
GOLD CORP**

WeWork c/o New Found Gold Corp.
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Telephone: (845) 535-1486

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of New Found Gold Corp. (the “**Company**” or “**New Found**”) will be held on **Thursday, December 7, 2023, at 10:00 a.m. (Pacific Time) at 16th Floor, 595 Burrard Street, Bentall III, Vancouver, BC V7X 1L4, in Boardroom D**, for the following purposes:

1. to receive the audited financial statements of the Company for the year ended December 31, 2022, together with the report of the auditor thereon;
2. to fix the number of directors to be elected at the Meeting at five (5);
3. to elect five (5) directors to hold office until the next annual Meeting of Shareholders;
4. to appoint KPMG 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 December 8, 2022, as more particularly described in the accompanying Management Information Circular of the Company dated October 13, 2023 (the “**Circular**”);
6. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve the amendment of Article 14 – Election and Removal of Directors of the current Articles of the Company, in accordance with the *Business Corporations Act* (British Columbia) to include new Article 14.12 – Advance Notice Provisions (the “**Advance Notice Provisions Resolution**”) as more particularly described in the Circular;
7. to consider and, if deemed advisable, to pass, with or without variation, a special resolution to approve the amendment of Article 9.3 – Change of Name of the current Articles of the Company, in accordance with the *Business Corporations Act* (British Columbia) by replacing it with new Article 9.3 – Change of Name, as more particularly described in the Circular (the “**Alterations Resolution**”); and
8. to transact such other business as may properly come 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. 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. Shareholders are advised to review the Circular before voting.

NOTICE OF MEETING

The board of directors of the Company (the “**Board**”) has fixed the close of business on Friday, October 13, 2023, 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 and duly appointed proxyholders will be entitled to vote at the Meeting.

Registered Shareholders unable to attend the Meeting in person and who wish to ensure that their common shares (“**Shares**”) will be voted at the Meeting are requested to complete, date and sign a form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Circular.

Non-registered (or Beneficial) Shareholders who plan to attend the Meeting must follow the instructions set out in the 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 a non-registered (or beneficial) Shareholder.

The Company is using “Notice-and-Access” to provide Shareholders with easy access to the Circular and other proxy-related materials (collectively, the “**Meeting Materials**”) prepared in connection with the Meeting, rather than mailing paper copies.

The Meeting Materials are available on the internet at:

<https://newfoundgold.ca/investors/#agm>

or

www.sedarplus.ca

Shareholders are reminded to review all of the important information contained in the Meeting Materials before voting. Instructions on obtaining paper copies of the Meeting Materials can be found on pages 1-2 of the Circular under the heading “Notice-and-Access”.

DATED at Vancouver, British Columbia, this 13th day of **October 2023**.

BY ORDER OF THE BOARD

/s/ Collin Kettell

Collin Kettell

Chief Executive Officer and Chair of Board