

In lieu of the AGM Zoom Meeting recording, the Chairman's script is below.

CHAIRMAN'S SCRIPT

**ANNUAL GENERAL AND SPECIAL MEETING OF THE SHAREHOLDERS OF
VICTORIA GOLD CORP**

to be held in Vancouver and by video conference on Wednesday, May 10th, 2023 @ 9:00 am Pacific **at the offices of Victoria Gold Corp at 1050 West Pender Street, Suite 1000.**

A. OPENING REMARKS

CHAIRMAN "Good morning, ladies and gentlemen. I would like to welcome you to the
John Annual General and Special Meeting of the Shareholders of Victoria Gold Corp.
McConnell

This morning we will be focusing upon the formal business aspects of the meeting.

I now call the meeting to order."

"My name is John McConnell and, as President & CEO and a Director of the Board of the Corporation, I will chair the meeting."

B. APPOINTMENT OF SECRETARY AND SCRUTINEER

CHAIRMAN "I will ask Marty Rendall, CFO to act as Secretary of the meeting. The
John Company's Transfer Agent, Computershare, will act as Scrutineer of the
McConnell meeting."

C. CONSTITUTION OF THE MEETING

CHAIRMAN "Everyone in attendance, in person in Vancouver, is required to register with the
John Scrutineer. If you have not registered, please do so now."
McConnell

"The notice calling this meeting was given on April 5th, 2023 and can be found on the SEDAR website."

"We have previously mailed the meeting materials and the financial statements of the Corporation for the year ended December 31, 2022, using Notice & Access. I direct that copies of the documents mailed to the shareholders and the statutory declaration proving service of notice of the meeting materials on shareholders of the corporation of record, be kept by the secretary with the minutes of this meeting. If there is no objection, the reading of the notice of meeting will be dispensed with."

"I have reviewed the report of the Scrutineer. There are <_1_> registered shareholders in attendance today and there are <_83_> shareholders represented by proxy, together holding <_37,722,252_> shares. There is a quorum present at the meeting and, as notice of the meeting has been properly given, I declare this meeting properly constituted for the transaction of business."

Only shareholders of record as at March 30, 2023 (which was the record date for the meeting), or their properly appointed proxyholders, are entitled to speak and vote upon matters at the meeting. Each shareholder of the corporation is entitled to one vote for each share held by him.

Unless a vote by ballot is either deemed appropriate or demanded on any such matters, voting today on all matters will be by show of hands."

"Please note that each shareholder or proxyholder present, in person, at this meeting has the right to demand that a ballot be conducted on any resolution, either before the show of hands vote or following that vote."

D. MINUTES OF LAST MEETING

CHAIRMAN "The minutes of the last meeting of the shareholders of the Corporation are available for review by any shareholder. Unless a shareholder wishes such minutes to be read, I now present the minutes to the meeting and advise that such minutes will be retained with the records of the Corporation."
John
McConnell

E. PRESENTATION OF FINANCIAL STATEMENTS AND REPORT OF THE AUDITOR

CHAIRMAN "I now place before the meeting the financial statements of the Corporation for the financial year ended December 31, 2022, together with the report of the auditor of the Corporation thereon, a copy of which has been mailed to each shareholder upon their request to the Corporation."
John
McConnell

Are there any questions on the financial statements of the Corporation for the financial year ended December 31, 2022?"

No questions were raised.

F. DETERMINATION OF THE NUMBER OF DIRECTORS

CHAIRMAN "The next item of business is to determine the number of directors of the Company."
John
McConnell

CHAIRMAN "I will now entertain a motion to set the number of directors of the Company at 7."
John
McConnell
Marty "Mr. Chairman, I move that the number of directors of the Company be set at 7."
Rendall
Dave Rouleau "Mr. Chairman, I second the motion."

CHAIRMAN "Thank you. I now put the motion to the meeting."
John
McConnell "For?" *All attendees present in person indicated for by a show of hands.*
"Contrary?" *None*

"I declare the motion carried and the number of directors has been determined to be 7."

G. **NOMINATION AND ELECTION OF DIRECTORS**

CHAIRMAN "The next item of business is the election of directors of the Corporation for the ensuing year. The nominees of management of the Corporation were identified in the management information circular made available to each shareholder of the Corporation and are as follows:

Sean Harvey
John McConnell
Steve Haggarty
Christopher Hill
Ria Fitzgerald
Kimberly Keating
Joseph Ovsenek

CHAIRMAN "I will now entertain a motion nominating these persons as directors of the Corporation for the ensuing year."
John
McConnell
Marty "Mr. Chairman, I nominate for election as directors of the Corporation for the ensuing year the 7 persons whose names have been read."
Rendall

Dave "Mr. Chairman, I second the motion."
Rouleau

CHAIRMAN "Are there any further nominations?"
John
McConnell *No further nominations were raised.*

CHAIRMAN "If there are no further nominations, I will now entertain a motion to close nominations."
John
McConnell

Marty
Rendall "Mr. Chairman, I move that nominations for directors of the Corporation for the ensuing year be closed."

Dave
Rouleau "Mr. Chairman, I second the motion."

CHAIRMAN "Thank you. I now put the motion to the meeting."
John

McConnell "For?" *All attendees present in person indicated for by a show of hands.*
"Contrary?" *None*

"I declare the motion carried and that Sean Harvey, John McConnell, Steve Haggarty, Christopher Hill, Ria Fitzgerald, Kimberly Keating and Joseph Ovsenek are elected as directors of the Corporation for the ensuing year."

H. **APPOINTMENT OF AUDITOR**

CHAIRMAN "The next item of business is the appointment of an auditor for the Corporation
John for the ensuing year and to authorize the directors of the Corporation to fix the
McConnell remuneration of such auditor.

I will now entertain a motion for the appointment of an auditor for the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration of such auditor."

Marty
Rendall "Mr. Chairman, I move that Ernst & Young LLP, Chartered Accountants, be appointed as the auditor of the Corporation for the ensuing year and that the directors of the Corporation be authorized to fix the remuneration of such auditor."

Dave
Rouleau "Mr. Chairman, I second the motion."

CHAIRMAN "Thank you. I now put the motion to the meeting."
John

McConnell "For?" *All attendees present in person indicated for by a show of hands.*
"Contrary?" *None*

"I declare the motion carried."

I. **APPROVAL OF OMNIBUS INCENTIVE PLAN**

CHAIRMAN "The next item of business is the approval of the Omnibus Incentive plan of the
John Company. Details with respect to the Omnibus Incentive plan are set out in the
McConnell management information circular, which was mailed to each shareholder of the Corporation using notice and access.

The Omnibus Plan will replace the Company's existing Stock Option Plan. The Omnibus Plan will not exceed 9% of the Company's issued and outstanding common shares. The Company currently has 66,534,350 shares outstanding."

CHAIRMAN "I will now entertain a motion to approve the Omnibus Incentive plan."

John

McConnell

Marty

Rendall

"Mr. Chairman, I move that the Omnibus Incentive plan of the Company be approved."

Dave

Rouleau

"Mr. Chairman, I second the motion."

CHAIRMAN "Thank you. I now put the motion to the meeting."

John

McConnell

"For?" *All attendees present in person indicated for by a show of hands.*

"Contrary?" *None*

"I declare the motion carried."

CHAIRMAN "As there is no further business, with the consent of the meeting I now declare

John

McConnell

the meeting terminated."