

VALGOLD RESOURCES LTD.

NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

You are receiving this notification because **ValGold Resources Ltd.** (the “**Company**”) has decided to use the notice and access model (“**notice and access**”) for the delivery of meeting materials to its shareholders in respect of its Annual General and Special Meeting of Shareholders to be held on **Tuesday, July 24, 2018** (the “**Meeting**”). Under notice and access, instead of receiving paper copies of the Company’s Notice of Annual General Meeting, form of Proxy and information circular (the “**Information Circular**”) (collectively, the “**Proxy Materials**”), shareholders are receiving this notice with information on how they may access such Proxy Materials electronically. Together with this notification, shareholders will receive a proxy or voting instruction form, as applicable, enabling them to vote at the Meeting. This alternative means of delivery is an environmentally responsible and cost-effective way to deliver Proxy Materials to the Company’s shareholders. Shareholders will also receive a Financial Statements Request Form allowing them to inform the Company of their choice to receive paper copies of the annual and/or interim financial statements of the Company for the following year.

MEETING DATE AND LOCATION

WHEN: 2:00 p.m. on July 24, 2018

WHERE: The Board Room
940 Chippawa Creek Road
Thorold, Ontario

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

- **FIX THE NUMBER OF DIRECTORS:** To fix the number of directors of the Company for the ensuing year at four. See the section entitled *Election of Directors* in the Information Circular.
- **ELECTION OF DIRECTORS:** To elect directors of the Company for the ensuing year. See the section entitled *Election of Directors* in the Information Circular.
- **APPOINTMENT OF AUDITOR:** To appoint the auditor of the Company for the ensuing year. See the section entitled *Appointment of Auditor* in the Information Circular.
- **STOCK OPTION PLAN:** To approve the Company’s Stock Option Plan, as described in the Information Circular.
- **STOCK OPTION GRANTS:** To ratify the grant of 2,775,000 stock options on August 24, 2017 pursuant to the Company’s Stock Option Plan. See the section entitled *Approval of ValGold Options Granted on August 24, 2017* in the Information Circular.
- **ARRANGEMENT:** To consider and if thought advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in Appendix C to the Information Circular, approving a plan of arrangement involving Metalla Royalty & Streaming Ltd. and ValGold Resources Ltd. under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia). See the section entitled *The Arrangement* in the Information Circular.

SHAREHOLDERS ARE REMINDED TO REVIEW THE PROXY MATERIALS, IN PARTICULAR THE INFORMATION CIRCULAR, PRIOR TO VOTING.

WEBSITES WHERE PROXY MATERIALS ARE POSTED

The Proxy Materials can be viewed online under the Company’s profile on SEDAR at www.sedar.com or on the Company’s website at www.valgold.com.

HOW TO OBTAIN A PAPER COPY OF THE PROXY MATERIALS

Shareholders may request that a paper copy of the meeting materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Information Circular was filed on SEDAR by:

- Calling the Company toll-free at 1-844-230-6000; or
- Emailing the Company at: investorrelations@valgold.com and providing your name and mailing address.

If you request materials before the Meeting, the Information Circular will be sent to you at no charge within 3 business days of receiving your request. To allow adequate time for you to receive and review a paper copy of the Information Circular and to submit your vote before the proxy deposit deadline of 5:00 p.m. (Vancouver time) on Friday, July 20, 2018, your request should be received by the Company as soon as possible and no later than 5:00 p.m. (Vancouver time) on July 13, 2018. Please note you will not receive another form of proxy or voting instruction form, so please keep the one you received with this notification.

If you request materials on the date of the Meeting or in the year following the filing of the Information Circular, it will be sent to you within 10 calendar days of receiving your request. Following the Meeting, the documents will remain available at the websites listed above for a period of at least one year.

Only those holders of Common Shares who have previously submitted instructions to receive a paper copy of the Information Circular will receive one with this notification. Stratification has not been implemented for this notice and access mailing.

HOW TO VOTE

There are several convenient ways to vote your Common Shares including online and via telephone. You will find attached to this notice a form of proxy or a voting instruction form containing detailed instructions on how to vote your Common Shares. If you wish to attend and vote at the Meeting, please follow the instructions found in the enclosed form of proxy or voting instruction form. You are reminded to view the Meeting materials prior to voting. **You cannot vote by returning this notice.**

	Beneficial Shareholders <i>Shares held with a broker, bank or other intermediary.</i>	Registered Shareholders <i>Shares held in own name and represented by a physical certificate.</i>
Internet:	www.proxyvote.com	www.investorvote.com
Phone or Fax:	Call or fax to the number(s) listed on your voting instruction form and vote using the control number provided therein.	Phone: 1-866-732-8683 Fax: 1-866-249-7775
Mail:	Return the voting instruction form in the enclosed postage paid envelope.	Return the form of proxy in the enclosed postage paid envelope.

Please submit your vote well in advance of the PROXY DEPOSIT DEADLINE of 5:00 p.m. (Vancouver time) on Friday, July 20, 2018.

BOARD RECOMMENDATION

The Company's Board of Directors unanimously recommends that shareholders VOTE FOR each of the proposed resolutions.