

U.S. GOLDMINING INC.

1188 West Georgia Street, Suite 1830
Vancouver, British Columbia, Canada, V6E 4A2

NOTICE OF 2024 ANNUAL MEETING OF STOCKHOLDERS

To be held on May 22, 2024

To Our Stockholders:

You are cordially invited to attend the 2024 annual general meeting of stockholders (the "**Annual Meeting**") of U.S. GoldMining Inc., which will be held on Wednesday, May 22, 2024, at 10:00 a.m., Pacific Time, at our office at 1188 West Georgia Street, Suite 1830, Vancouver, British Columbia, V6E 4A2. At the Annual Meeting, our stockholders will consider and vote on the following matters:

1. To elect six directors, each to serve until the next annual meeting of stockholders and until his or her respective successor is duly elected and qualified, or such director's earlier death, resignation, or removal;
2. To ratify the appointment of Deloitte LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024;
3. To vote on a non-binding, advisory proposal, to approve compensation of the named executive officers;
4. To vote on a non-binding, advisory proposal, on the frequency of future advisory votes on executive compensation; and
5. To address such other matters as may properly come before the Annual Meeting or any adjournment thereof.

The foregoing items are more fully described in the proxy statement, which is attached and made a part of this Notice of the Annual Meeting. As outlined in the accompanying proxy statement, our board of directors recommends that you vote "**FOR**" each director nominee in Proposal 1, "**FOR**" Proposals 2 and 3 and "**3 YEARS**" for Proposal 4.

Our board of directors has fixed the close of business on March 27, 2024, as the date for determining stockholders of record entitled to receive notice of, and to vote at, the Annual Meeting or any adjournment thereof.

YOUR VOTE IS VERY IMPORTANT. Whether or not you expect to attend the Annual Meeting, where you may cast your vote in person, we urge you to cast your vote as promptly as possible by one of the methods below. A proxy may be revoked in the manner described in the accompanying proxy statement.

By using the internet at:



- www.cstproxy.com/usgoldmining/2024/
(for registered stockholders)
- www.cstproxyvote.com
(for beneficial shareholders)



By mailing your signed proxy or voting instruction form

For further information on how to vote, please refer to the instructions on the accompanying proxy card and the accompanying proxy statement.

April 11, 2024

BY ORDER OF THE BOARD OF DIRECTORS

/s/ "Tim Smith"

Tim Smith

President and Chief Executive Officer

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be Held on May 22, 2024:

Our proxy statement and our 2023 annual report are available at
<https://www.cstproxy.com/usgoldmining/2024>

and under the Company's profiles on SEDAR+ at www.sedarplus.ca and on EDGAR at www.sec.gov

Notice and Access and Notice of Internet Availability of Proxy Materials

We are using the "Notice and Access" rules, adopted by the U.S. Securities and Exchange Commission, and the "Notice and Access" rules, adopted by the Canadian Securities Administrators, to mail our stockholders a "Notice of Internet Availability of Proxy Materials" (the "**Notice**") instead of a printed copy of this proxy statement, proxy card or voting instruction form and our Annual Report for the fiscal year ended November 30, 2023 (including the audited consolidated financial statements of the Company as of and for the fiscal year ended November 30, 2023, together with the auditor's report therein) (the "**Meeting Materials**"). Each stockholder will receive a Notice. The Notice contains instructions on how stockholders can access the Meeting Materials over the Internet and vote their shares of Common Stock. The Notice also contains instructions on how stockholders can receive a printed copy of the Meeting Materials.

We have posted electronic copies of the Meeting Materials on our website at <https://www.usgoldmining.us/> and also under the Company's profile on the System for Electronic Document Analysis and Retrieval at www.sedarplus.ca.