

**THIS PROXY STATEMENT IS DATED SEPTEMBER 17, 2025 AND IS FIRST BEING MAILED  
TO STOCKHOLDERS OF AUGUSTA GOLD CORP. ON OR ABOUT SEPTEMBER 24, 2025.**



**Suite 555-999 Canada Place  
Vancouver, British Columbia, Canada**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

NOTICE IS HEREBY GIVEN that a Special Meeting (the “Special Meeting”) of the holders of shares of common stock (the “Augusta Gold Shares”), par value US\$0.0001, (the “Stockholders”) of AUGUSTA GOLD CORP. (the “Company” or “Augusta Gold”) will be held at Suite 555-999 Canada Place, Vancouver, British Columbia, Canada, on the 20th day of October, 2025 at the hour of 10:00 a.m. (Pacific Time) for the following purposes:

1. to consider and vote on a proposal to approve and adopt the transactions set forth in the Agreement and Plan of Merger, dated as of July 15, 2025 (as amended from time to time, the “Merger Agreement”) by and among the Company, AngloGold Ashanti (U.S.A.) Holdings Inc., a Delaware corporation (“Parent”), Exploration Inc., a Nevada corporation and a wholly-owned subsidiary of Parent (“Merger Sub”), and joined by AngloGold Ashanti Holdings plc, a public limited company existing under the laws of the Isle of Man (“HoldCo”), for the limited purposes specified in the Merger Agreement, pursuant to which Parent, Merger Sub and Augusta Gold intend to effect a merger of Merger Sub with and into Augusta Gold (the “Merger”), with Augusta Gold surviving the Merger as a wholly-owned subsidiary of Parent (the “Merger Proposal”);
2. to consider and vote on a proposal to approve, solely on a non-binding, advisory basis, certain compensation that may be paid or become payable to the Company’s named executive officers in connection with the Merger (the “Advisory Compensation Proposal”);
3. subject to the provisions of the Merger Agreement, to consider and vote on a proposal to approve the adjournment or postponement of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the Merger Proposal (the “Adjournment Proposal”); and
4. to transact such further or other business as may properly come before the Special Meeting and any adjournment(s) or postponement(s) thereof, subject to applicable law.

The board of directors of the Company unanimously recommends that you vote **FOR** all of the proposals described above.

The accompanying management information circular and proxy statement provides you with information about the Merger Agreement, the Merger and the Special Meeting of the Company. The Company encourages you to read the management information circular and proxy statement carefully and in its entirety, including the Merger Agreement, which is attached as Annex “A” and is incorporated by reference into the management information circular and proxy statement.

**Record Date: September 12, 2025.** Only Stockholders as of close of business on the record date are entitled to receive notice of and to vote at the Special Meeting and any adjournment or postponement of the Special Meeting.

**The accompanying management information circular and proxy statement is dated September 17, 2025, and it and the enclosed proxy card are first being mailed to the Company’s Stockholders on or about September 24, 2025.**

**Registered Stockholders who are unable to attend the Special Meeting in person are requested to complete the proxy card by voting online at [www.eproxy.ca](http://www.eproxy.ca) or complete, sign and date it and mail it to or deposit it with Endeavor Trust Corporation, 702 – 777 Hornby Street, Vancouver, BC V6Z 1S4, or by other methods provided in the proxy card. In order to be valid and acted upon at the Special Meeting, an executed proxy card must be received prior to 5:00 p.m. (Pacific Time) on October 16, 2025, or no later than 5:00 p.m. (Pacific Time) two business days before any adjournment or postponement of the Special Meeting. The deadline for the deposit of proxy cards may be waived or extended by the Chair of the Special Meeting at his or her sole discretion without notice.**

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Non-registered Stockholders who hold their shares of common stock of Augusta Gold through a bank, broker or other intermediary or nominee should instruct their bank, broker or other intermediary or nominee how to vote their shares in accordance with the voting instruction form that such Stockholders will receive from their bank, broker or other intermediary or nominee.

Your vote is important. The Merger cannot be completed unless the Merger Proposal is approved. Approval of the Merger Proposal requires the approval of: (i) the affirmative vote of the holders of at least a majority of the voting power of the outstanding Augusta Gold Shares; and (ii) the affirmative vote of the holders of at least a majority of the voting power of the outstanding Augusta Gold Shares voting at the Special Meeting, excluding certain related parties required to be excluded in accordance with section 8.1(2) of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*.

Whether or not you plan to attend the Special Meeting, please vote as soon as possible to ensure that your Augusta Gold Shares are represented and voted at the Special Meeting.

**DATED** at Vancouver, British Columbia, Canada this 17th day of September, 2025.

BY ORDER OF THE AUGUSTA GOLD BOARD OF DIRECTORS

/s/ Donald R. Taylor

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Donald R. Taylor, Director, President and  
Chief Executive Officer

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