



QUESTIONS AND ANSWERS ABOUT THE MEETING AND THE ARRANGEMENT

*The following is a summary of certain information contained in or incorporated by reference into Allied Gold Corporation's management information circular (the "**Circular**"), together with some of the questions that you, as a Shareholder, may have and answers to those questions. Capitalized terms in this summary have the meanings set out in the Glossary of Terms in the Circular. You are urged to read Circular in its entirety, the attached appendices and the form of proxy carefully, because the information contained below is of a summary nature, and is qualified in its entirety by the more detailed information contained elsewhere in or incorporated by reference into the Circular, the attached appendices and the form of proxy, all of which are important and should be reviewed carefully.*

Q. Why did I receive this package of information?

A. On January 26, 2026 the Company entered into the Arrangement Agreement with Zijin Gold International Company Limited (the "**Purchaser**") pursuant to which, among other things, the Purchaser has agreed to purchase all of the issued and outstanding Common Shares of the Company from Shareholders pursuant to the Plan of Arrangement. This Arrangement is subject to, among other things, obtaining the approval of Shareholders. As a Shareholder as of the close of business on the Record Date, you are entitled to receive notice of, and to vote at, the Meeting. We are soliciting your proxy, or vote, and provided the Circular in connection with that solicitation.

Q. What is a plan of arrangement?

A. A plan of arrangement is a statutory procedure under Ontario corporate law that allows companies to carry out transactions with the approval of a court. The Plan of Arrangement that you are being asked to consider is a "Plan of Arrangement" under Section 182 of the OBCA, which involves "an exchange of securities of the corporation held by security holders for...money of another body corporate...". Pursuant to statutory legal requirements for any plan of arrangement in Canada, Allied must prepare, for the approval of the Shareholders, a statement setting out in detail what is proposed to be done and the manner in which it is proposed to be done. This allows for the transaction to be completed in one step where all Shareholders are treated equally and approve the Arrangement as a class. The process must also be approved by the Court, ensuring the Arrangement is fair and reasonable to all of the Shareholders.

Q. Does the Board support the Arrangement?

A. Yes. After careful consideration and taking into account, among other things, the recommendation of the Special Committee, the Board, after receiving legal and financial advice, has unanimously determined, with any interested parties abstaining, that the Arrangement is fair and reasonable to Shareholders and is in the best interests of Allied. Accordingly, the Board unanimously recommends that the Shareholders vote FOR the Arrangement Resolution.

In forming its recommendation, the Board considered a number of factors, including, among other things, the recommendation of the Special Committee and the Fairness Opinion.

See "*The Arrangement – Background to the Arrangement*" and "*The Arrangement – Reasons for the Arrangement*" in the Circular.



Q. Why is now the right time for the Arrangement?

A. The Company, with the assistance of its external financial and legal advisors, has been engaged in a comprehensive strategic review process since December 2024. Recognizing the challenges overcome during that year, and the ultimate impact of those challenges on the market's perception on jurisdictions that affect the Company's market positioning and valuations, in late 2024, management recommended to the board a comprehensive strategic review process. In connection with this process, Allied conducted a thorough assessment of its strategic, industry, and market positioning, prevailing market conditions, and organic value creation opportunities. It also evaluated a range of alternatives to improve its scale, financial flexibility, and market positioning, in order to ultimately maximize shareholder value. Zijin made an offer to the Company in January 2026 that the Board, with the assistance of the Special Committee and financial and legal advisors, and after assessing the potential risks and benefits of the offer, supported and approved as being in the best interests of the Company (considering the interests of all stakeholders). The Consideration payable to Shareholders under the Arrangement represents a significant premium to the prevailing 30-day VWAP of the Common Shares immediately prior to the date of announcement. For a complete description of the background and process leading to the Arrangement, see "*The Arrangement – Background to the Arrangement*" in the Circular.

Q. When will the Arrangement become effective?

A. Subject to obtaining Court and other Regulatory Approvals as well as the satisfaction or waiver of all other conditions precedent, if Shareholders approve the Arrangement Resolution, it is anticipated that the Arrangement will be completed by the end of April, 2026.

Q. What will I receive for my Common Shares under the Arrangement?

A. If the Arrangement is completed, each holder of Common Shares at the Effective Time (other than any Shareholder who has validly exercised its Dissent Rights) will receive C\$44.00 in cash from the Purchaser for each of their Common Shares. The exchange of each Shareholder's Common Shares for payment of the Consideration from the Purchaser is facilitated through the Depository that has been retained by Company and the Purchaser, as further described in the Circular.

Q. What will happen to Allied if the Arrangement is completed?

A. If the Arrangement is completed, the Purchaser will acquire all of the issued and outstanding Common Shares from the Shareholders at the Effective Time, and all of the outstanding Allied Securities will be deemed to be assigned and transferred to the Company and cancelled. As a result, immediately upon completion of the Arrangement, Allied will become a subsidiary of the Purchaser. The Common Shares, which are currently listed and posted for trading on the TSX and the NYSE under the trading symbol "AAUC", and the Convertible Debentures, which are currently listed and posted for trading on the TSX under the trading symbol "AAUC.DB.U", will be de-listed from the applicable stock exchange following completion of the Arrangement. See "*The Arrangement – Delisting Matters*" in the Circular.

The Purchaser also expects to apply to have Allied cease to be a reporting issuer in all jurisdictions in which it is a reporting issuer in Canada.



Q. Who is entitled to vote on the Arrangement Resolution at the Meeting and how will votes be counted?

A. All Shareholders as of the close of business on the Record Date are entitled to vote on the Arrangement Resolution at the Meeting. The Transfer Agent will act as scrutineer of the Meeting and will tabulate the votes.

Q. What approvals are required to be given by Shareholders at the Meeting?

A. To become effective, the Arrangement Resolution must be approved, with or without variation, by: (i) at least 66 $\frac{2}{3}$ % of the votes cast at the Meeting by the Shareholders in person or by proxy; and (ii) pursuant to applicable regulatory requirements, a simple majority of the votes cast at the Meeting by disinterested Shareholders, which excludes 16,585,404 Common Shares held by directors and officers. All Supporting Shareholders, holding in aggregate approximately 15.4% of the Common Shares as of January 26, 2026, have entered into the Voting Support Agreements, pursuant to which they have agreed, on the terms set forth therein, to vote their Common Shares in favour of the Arrangement Resolution.

See “*The Arrangement – Regulatory and Approvals Matters*” in the Circular.

Q. What is the quorum for the Meeting?

A. For all purposes contemplated in the Circular, the quorum for the transaction of business at the Meeting shall be two persons present at the Meeting or by proxy, holding or representing in the aggregate not less than 33% of the total number of votes attaching to all shares carrying the right to vote at the Meeting.

Q. Are the Shareholders entitled to Dissent Rights?

A. Only Registered Shareholders are entitled to Dissent Rights on the Arrangement Resolution if they follow the procedures specified in the OBCA, as modified by the Interim Order, the Final Order, and the Plan of Arrangement. If you are a Registered Shareholder and wish to exercise Dissent Rights, you should carefully review the requirements summarized in the Circular and the Plan of Arrangement, the Interim Order, and Section 185 of the OBCA which are attached to the Circular as Appendix B, Appendix D, Appendix F, respectively, and consult with legal counsel. See “*Rights of Dissenting Shareholders*” in the Circular.

Q. What other conditions must be satisfied to complete the Arrangement?

A. In addition to the applicable approvals by the Shareholders at the Meeting, the Arrangement is conditional upon, among other things, the receipt of the Final Order from the Court, as well as receipt of the Key Regulatory Approvals, all in accordance with the terms of the Arrangement Agreement. See “*The Arrangement – Key Regulatory Approvals*” and “*The Arrangement Agreement – Conditions Precedent*” in the Circular.

Q. What will happen if the Arrangement Resolution is not approved or the Arrangement is not completed for any reason?

A. If the Arrangement Resolution is not approved or the Arrangement is not completed for any reason, the Arrangement Agreement may be terminated. If this occurs, Allied will continue to carry on its business operations in the normal and usual course. See “*Risk Factors Relating to the Arrangement*”



in the Circular. In certain circumstances where the Arrangement Agreement is terminated, Allied will be required to pay to the Purchaser the Termination Amount of C\$220 million. See “*The Arrangement Agreement – Termination of the Arrangement Agreement*” and “*The Arrangement Agreement – Termination Amount Payable by Allied*” in the Circular.

Q. What do I need to do now in order to vote at the Meeting?

A. You should carefully read and consider the information contained in the Circular. Registered Shareholders should then complete, sign and date the enclosed form of proxy and return the applicable form in the enclosed return envelope or by facsimile as indicated in the Notice of Meeting as soon as possible so that your Common Shares may be represented at the Meeting. To be eligible for voting at the Meeting, the form of proxy must be returned by mail or by facsimile to the Transfer Agent by no later than 11:00 a.m. (Toronto time) on March 27, 2026 or the date that is at least two days (excluding Saturdays, Sundays and holidays in the Province of Ontario) before any adjourned or postponed Meeting. Additionally, Shareholders may vote in person at the Meeting.

Beneficial Shareholders whose Common Shares are held in the name of an Intermediary, should follow the instructions provided by your Intermediary to ensure your vote is counted at the Meeting.

See “*General Proxy Information – Solicitation of Proxies*”, “*General Proxy Information – Appointment and Revocation of Proxies*”, and “*General Proxy Information – Advice to Beneficial Holders of Common Shares*” in the Circular.

Q. How do I vote?

A. Registered Shareholders can, in addition to being able to vote in person at the Meeting, vote in the following ways:

(a) **Internet:** Go to www.investorvote.com or scan QR code provided in form of proxy with your smartphone. Enter the 15-digit control number printed on the form of proxy and follow the instructions on the screen.

(b) **Telephone:** Canadian Registered Shareholders can vote by phone by calling 1-866-732-VOTE (8683) (toll-free in Canada). Registered Shareholders outside of Canada can either call direct by calling 312-588-4290 or can otherwise follow the instructions contained in the form of proxy.

(c) **Fax:** Enter voting instructions, sign and date the form of proxy and send your completed form of proxy to: Computershare Investor Services Inc., Attention: Proxy Department, at 1-866-249-7775 (toll-free in Canada and the United States) or 1-416-263-9524 (collect outside of Canada and the United States) or as otherwise registered in accordance with the instructions contained in the form of proxy.

(d) **Mail:** Enter voting instructions, sign and date the form of proxy and return your completed form of proxy in the enclosed postage paid envelope to: Computershare Investor Services Inc. Attention: Proxy Department 320 Bay Street, 14th Floor Toronto, Ontario M5H 4A6



Beneficial Shareholders can vote in the following ways:

(a) **Internet:** Go to www.proxyvote.com or scan QR code in the voting instruction form using your smartphone. Enter the 15-digit control number printed on the voting instruction form and follow the instructions on screen.

(b) **Phone:** Canadian Beneficial Shareholders can vote by phone by calling 1-800 474 7493 (English) or 1-800 474 7501 (French). United States Beneficial Shareholders can vote by phone by calling 1- 800 454 8683. In each case you will need to enter your 16-digit control number. Follow the interactive voice recording instructions to submit your vote.

(c) **Mail:** Enter your voting instructions, sign and date the voting instruction form, and return the completed voting instruction form in the enclosed postage paid envelope.

The Company may also use Broadridge's QuickVote™ service to assist eligible Beneficial Shareholders with voting their Common Shares. Certain Beneficial Shareholders may be contacted by Laurel Hill Advisory Group by telephone to obtain voting instructions. Shareholders sending their completed form of proxy or voting instruction form via mail should take into account any mail delivery interruptions. It is the responsibility of the Shareholder to ensure that their completed form of proxy or voting instruction form is received prior to the applicable deadline. The time limit for the deposit of proxies may be waived by the Chairman of the Meeting in his sole discretion without notice.

See “*General Proxy Information – Voting in Advance of the Meeting*” in the Circular.

Q. If my Common Shares are held by my broker, will my broker vote my Common Shares for me?

A. A broker will only vote the Common Shares you beneficially own if you provide instructions to your broker on how to vote. Without instructions, those Common Shares may not be voted. Beneficial Shareholders should instruct their brokers to vote their Common Shares by following the directions provided to them by their brokers. Unless your broker gives you its proxy, voting instruction form or other method to provide voting instructions to vote the Common Shares at the Meeting, you will not be able to vote your Common Shares at the Meeting.

See “*General Proxy Information – Advice to Beneficial Holders of Common Shares*” in the Circular.

Q. Should I send in my form of proxy or voting instruction form now?

A. Yes. To ensure that your vote is counted, you should complete and submit the applicable enclosed form of proxy or, if applicable, provide your broker with voting instructions as soon as possible to ensure your Common Shares are counted at the Meeting.

See “*General Proxy Information – Solicitation of Proxies*”, “*General Proxy Information – Appointment and Revocation of Proxies*” and “*General Proxy Information – Advice to Beneficial Holders of Common Shares*” in the Circular.

Q. Can I revoke my proxy after I have voted by proxy?



A. Yes. A Registered Shareholder executing the enclosed form of proxy has the right to revoke it. A Shareholder may revoke a proxy by: (a) completing and signing a proxy bearing a later date and depositing it with the Transfer Agent in accordance with the instructions set out herein; (b) depositing an instrument in writing expressly revoking such proxy executed by such Shareholder or Shareholder's attorney authorized in writing either (i) with the Transfer Agent at any time up to and including the deadline for the submission of proxies for the Meeting as indicated in the Notice of Meeting and form of proxy; or (ii) with the scrutineers of the Meeting, addressed to the attention of the Chairman of the Meeting, prior to the commencement of the Meeting on the day of the Meeting or any adjournment thereof; or (c) in any other manner permitted by Law. Beneficial Shareholders that wish to change their voting instructions must, in sufficient time in advance of the Meeting, contact their Intermediary to arrange to change their voting instructions.

See “*General Proxy Information – Appointment and Revocation of Proxies*” in the Circular.

Q. What are the Canadian and U.S. federal income tax consequences of the Arrangement to the Shareholders?

A. For a summary of certain material Canadian income tax consequences of the Arrangement, see “*Certain Canadian Federal Income Tax Considerations*” in the Circular and for a summary of certain material United States income tax consequences of the Arrangement, see “*Certain United States Federal Income Tax Considerations*” in the Circular. Such summaries are not intended to be legal or tax advice to any particular Shareholder.

Tax matters are complicated, and the income tax consequences of the Arrangement to you will depend on your particular circumstances. Because individual circumstances may differ, you should consult with your tax advisor as to the specific tax consequences of the Arrangement to you.

Q. Who can help answer my questions?

A. Shareholders who would like additional copies, without charge, of the Circular or have additional questions about the Arrangement or the Meeting, including the procedures for voting Common Shares, should contact Laurel Hill Advisory, by calling or texting “INFO” to 1-877-452-7184 (toll-free in North America), at 1-416-304-0211 (outside of North America), or by e-mail at assistance@laurelhill.com. Copies of the Circular and the Meeting materials may also be found on the Company's website at <https://www.alliedgold.com/> and under the Company's profile on SEDAR+ at www.sedarplus.ca and on EDGAR at www.sec.gov.