



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of **SPANISH MOUNTAIN GOLD LTD.** (the “**Company**”) will be held at Suite 1120, 1095 West Pender Street, Vancouver, British Columbia, on Thursday, December 12, 2019, at the hour of 10:00 a.m., Pacific Time (the “**Meeting**”), for the following purposes:

1. to receive and consider the financial statements of the Company for the financial year ended December 31, 2018, together with the report of the auditor thereon;
2. to determine the number of directors at seven (7);
3. to elect directors of the Company for the ensuing year; and
4. to appoint Smythe LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix its remuneration;
5. to transact such further or other business as may properly come before the Meeting or any adjournment thereof.

Accompanying this Notice is the Information Circular for this Meeting, either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders, and a Financial Statements Request Form.

Shareholders who are unable to attend the Meeting in person are requested to read the information on the reverse of the enclosed form of proxy and then to complete, date, sign and deposit the form of proxy in accordance with the instructions set out in the proxy and in the Information Circular.

Dated: October 18, 2019

BY ORDER OF THE BOARD OF DIRECTORS

“Larry Yau”

Larry Yau, Chief Executive Officer