



Spanish Mountain Gold Ltd.  
Suite 1120, 1095 West Pender Street  
Vancouver, British Columbia, V6E 2M6

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NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD **DECEMBER 2, 2021**

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NOTICE IS HEREBY GIVEN that an **Annual General Meeting** (the “**Meeting**”) of the shareholders of **SPANISH MOUNTAIN GOLD LTD.** (the “**Company**”) will be held at **Suite 1120, 1095 West Pender Street, Vancouver, British Columbia, Canada, V6E 2M6**, on **Thursday, December 2, 2021, at 10:00 a.m., Pacific Time.**

**Due to ongoing concerns related to the current coronavirus pandemic (“COVID-19”) and in order to mitigate potential risks to the health and safety of the Company’s shareholders (the “Shareholders”), employees and other stakeholders, Shareholders are encouraged not to attend the Meeting in person.**

The Company is continuously monitoring evolving news and guidelines related to COVID-19 and asks that, in considering whether to attend the Meeting in person, Shareholders follow the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>) and any applicable additional provincial and local health department instructions. You should not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days prior to the Meeting. **In order to minimize group sizes and respect social distancing regulations, all Shareholders are urged to vote on the matters before the Meeting by proxy, as described in the accompanying Information Circular.** The Company reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of COVID-19. Should any changes to the Meeting format occur, the Company will announce any and all changes by way of news release, which will be filed under the Company’s profile on the System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com). In the event of any changes to the Meeting format due to COVID-19, the Company will **not** prepare nor mail amended Meeting materials.

**\*\*\* DUE TO THE COVID-19 VIRUS, THE COMPANY REQUESTS THAT ALL SHAREHOLDERS VOTE THEIR SHARES BY PROXY AND AVOID ATTENDING THE MEETING IN PERSON. \*\*\***

The Meeting is to be held for the following purposes:

1. to receive and consider the audited financial statements of the Company for the financial year ended December 31, 2020, together with the report of the auditor thereon, and the related management discussion and analysis;
2. to fix the number of directors at six;
3. to elect directors of the Company to hold office for the ensuing year;
4. to appoint Smythe LLP, Chartered Professional Accountants, as auditor of the Company and to authorize the directors of the Company to fix the remuneration to be paid to the auditor; and

5. to transact such other business that is properly brought before the Meeting or any adjournment or adjournments thereof.

The accompanying management information circular (the “**Information Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. No other matters are contemplated, however, any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such further and other business as may properly come before the Meeting or any adjournment or postponement thereof. Accompanying this Notice is a (i) form of proxy or voting instruction form, and (ii) financial statements request form.

The audited consolidated financial statements for the year ended December 31, 2020, including the report of the auditor thereon, and the related management discussion and analysis will be made available at the Meeting and are available under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Registered Shareholders unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are a non-registered Shareholder.

**DATED** at Vancouver, British Columbia, this 8<sup>th</sup> day of October, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Larry Yau  
Larry Yau  
Chief Executive Officer