



Spanish Mountain Gold Ltd.
Suite 910, 1111 Melville Street
Vancouver, British Columbia, V6E 3V6

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD DECEMBER 15, 2022**

NOTICE IS HEREBY GIVEN that an **Annual General Meeting** (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of **SPANISH MOUNTAIN GOLD LTD.** (the “**Company**”) will be held at **Suite 910, 1111 Melville Street, Vancouver, British Columbia, Canada, V6E 3V6, on Thursday, December 15, 2022, at 9:00 a.m., Pacific Time:**

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 have been in close contact with someone showing similar symptoms. **In order to minimize group sizes and maintain social distancing, 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. 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 POTENTIAL DISRUPTIONS CAUSED BY 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, together with the report of the auditor thereon, for the financial year ended December 31, 2021;
2. to fix the number of directors of the Company at eight (8);
3. to elect directors of the Company to hold office until the next annual meeting of Shareholders;
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 further and other business as may be properly brought before the Meeting and any adjournment thereof.

The management information circular of the Company dated October 24, 2022 (the “**Circular**”), provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Shareholders are advised to review the Circular before voting.

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. Also accompanying this Notice is a (i) form of proxy or voting instruction form, and (ii) financial statements request form.

The board of directors of the Company (the “**Board**”) has fixed the close of business on October 24, 2022, as the record date for the determination of the Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof.

In order to streamline the Meeting process, the Company encourages Shareholders to vote in advance of the Meeting using the form of proxy or voting instruction form provided and submit votes no later than December 13, 2022, at 9:00 a.m. (Pacific Time), the cut-off time for the deposit of proxies prior to the Meeting, or such earlier time as may be directed in the form.

If you are a non-registered shareholder and receive these materials through your broker or other intermediary, please complete and return your voting form in accordance with the instructions provided by such broker or other intermediary. Failure to do so may result in your shares not being voted by proxy at the Meeting.

DATED at Vancouver, British Columbia, this **24th** day of **October, 2022**.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Larry Yau
Larry Yau
Chief Executive Officer and Director