

EARLY WARNING REPORT ISSUED PURSUANT TO NATIONAL INSTRUMENT 62-103 – ACQUISITION OF SECURITIES OF SPANISH MOUNTAIN GOLD LTD.

December 22, 2023

TSXV: SPA

TORONTO, ON. – This news release is related to the common shares of Spanish Mountain Gold Ltd. (“**Spanish Mountain**” or the “**Company**”). Lembit Janes (the “**Acquiror**”) announces that he acquired 243,000 Common Shares of the Issuer at a price of \$0.1563 per share (the “**Trigger Event**”). The Trigger Event in combination with previous acquisitions (collectively, the “**Acquisitions**”) made following the Acquiror’s most recent previously filed early warning report dated May 12, 2023 (the “**Previous Report**”), increased the aggregate number of Common Shares which the Acquiror beneficially owns and exercises control or direction over by more than 2% of the issued and outstanding Common Shares from the amount reported in the Previous Report.

Prior to the Acquisitions, the Acquiror owned and/or had control over an aggregate of 45,078,548 Common Shares, representing approximately 12.2% of the issued and outstanding Common Shares on an undiluted basis. The Acquiror also owned and/or had control over an aggregate of 11,309,524 Warrants, and 300,000 Options.

Following the Acquisitions, the Acquiror owns and/or has control over an aggregate of 52,583,048 Common Shares, representing approximately 14.10% of the issued and outstanding Common Shares on an undiluted basis. The Acquiror also owns and/or has control over an aggregate of 11,309,524 Warrants, entitling the Acquiror to purchase 11,309,524 Common Shares, and 300,000 Options, entitling the Acquiror to purchase an additional 300,000 Common Shares. If the Acquiror exercises all of his Warrants and Options, he would then own and/or have control over, directly or indirectly, 64,192,572 Common Shares, representing approximately 16.4% of the issued and outstanding Common Shares of the Issuer on a partially diluted basis.

The Acquisitions resulted in an approximate 2.1% change in the Acquiror’s ownership and/or control over Common Shares of the Issuer from the amount reported in the Previous Report.

The Acquiror may, depending on market and other conditions, increase or decrease his ownership of the Company’s securities, whether in the open market, by privately negotiated agreements or otherwise, subject to a number of factors, including general market conditions and other available investment and business opportunities.

For further information, or to obtain a copy of the Early Warning Report filed under applicable securities laws, please contact Lembit Janes at (416) 882-7392.