

**NOTICE OF ANNUAL GENERAL MEETING  
OF THE SHAREHOLDERS OF SOMA GOLD CORP.**

NOTICE IS GIVEN that the Annual General Meeting (the "**Meeting**") of the shareholders of Soma Gold Corp. (the "**Company**") will be held at Suite 970 – 1050 West Pender Street, Vancouver, British Columbia, on Wednesday, December 22, 2021 at 9:00 a.m. (Vancouver time) for the following purposes:

1. To receive the Company's audited financial statements for the financial year ended December 31, 2020 together with the auditor's report thereon;
2. To appoint auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
3. To fix the numbers of directors for the ensuing year at five (5) and to elect directors for the ensuing year;
4. To approve and adopt, with or without modification, by ordinary resolution of disinterested shareholders, the Company's 2021 equity incentive plan, as amended (the "**Plan**"), and to authorize the directors to make such changes to the Plan as may be required by the securities regulatory authorities without further shareholder approval; and
5. To transact such further and other business as may be properly brought before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Annual General Meeting.

The Company's board of directors (the "**Board**") has fixed November 16, 2021 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

***Due to the COVID19 Pandemic and given the restrictions on public gatherings and in the best interest of the health of all participants in the Company's Meeting, the Company respectfully asks that all shareholders do not attend the Meeting in person. The Company requests that shareholders who wish to participate by listening to the Meeting, contact the Company by December 17, 2021, at [andrea@somagoldcorp.com](mailto:andrea@somagoldcorp.com) to be included in the telephone/video conference for the Meeting. The Company will arrange for telephone participation for all shareholders who have requested it by December 17, 2021. However, the Company strongly recommends that shareholders vote by Proxy or VIF in advance to ease the voting tabulation at the Meeting by Computershare Trust Company of Canada. If public health guidelines regarding physical distancing in British Columbia have changed by the meeting date of December 22, 2021, the Company will issue a news release advising of permitted Meeting attendance in accordance with such updated guidelines.***

All registered shareholders are entitled to attend (subject to the note above regarding COVID restrictions) and vote at the meeting in person or by proxy. Shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed form of instruction of proxy and to return it to Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th floor, Toronto, Ontario, M5J 2Y1, not less than 48 hours (exclusive of Saturdays, Sundays

and Holidays) before the Meeting. If a shareholder does not deliver a proxy in accordance with these instructions or to the presiding officer of the Meeting, then the shareholder will not be entitled to vote at the Meeting by proxy.

Non-registered shareholders who receive this notice and information circular from their broker or other intermediary should complete and return the proxy or voting instruction form in accordance with the instructions provided with it. Failure to do so may result in the shares of the non-registered shareholders not being eligible to be voted at the Meeting. An information circular, a form of proxy, voting instruction form and financial statements request form accompany this notice.

DATED at Vancouver, British Columbia, this 16th day of November 2021.

**BY ORDER OF THE BOARD OF DIRECTORS**

"Javier Cordova"

Javier Cordova  
President & CEO

*These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the issuer (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.*