

## SABRE GOLD MINES CORP.

### NOTICE OF SPECIAL MEETING OF COMPANY SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that, pursuant to an order (the “**Interim Order**”) of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated December 4, 2024, a special meeting (the “**Meeting**”) of the holders (the “**Company Shareholders**”) of common shares (the “**Company Shares**”) of Sabre Gold Mines Corp. (“**Sabre**” or the “**Company**”) will be held in person at the offices of Peterson McVicar LLP at 110 Yonge St., Suite 1601, Toronto, ON M5C 1T4 on January 14, 2025 at 3:00 p.m. (Toronto time), subject to any adjournment(s) or postponement(s) thereof, for the following purposes:

1. to consider, pursuant to the Interim Order, and if deemed advisable, to pass, with or without variation, a special resolution (the “**Arrangement Resolution**”), the full text of which is set forth in Appendix A to the accompanying management information circular (the “**Circular**”) of Sabre dated December 3, 2024, approving a statutory plan of arrangement (the “**Arrangement**”) under section 192 of the *Canada Business Corporations Act* (the “**CBCA**”) involving, among others, Minera Alamos Inc. (“**Minera Alamos**”) and Sabre, in accordance with the terms of the arrangement agreement dated October 28, 2024 between Minera Alamos and Sabre (as amended, supplemented or otherwise modified from time to time, the “**Arrangement Agreement**”), as more particularly described in the Circular;
2. to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders (the “**Debt Settlement Resolution**”) approving the issuance of an aggregate of 30,490,883 Company Shares at a deemed price of \$0.3108 per Company Share in settlement of indebtedness in the aggregate amount of \$9,476,566 owing by the Company to certain creditors, as more particularly described in the Circular; and
3. to transact such other business, including amendments to the foregoing, as may properly be brought before the Meeting and any adjournment or postponement thereof.

**The board of directors of Sabre (the “Company Board”) unanimously recommends that Company Shareholders VOTE FOR the Arrangement Resolution and the Debt Settlement Resolution. It is a condition to the completion of the Arrangement that the Arrangement Resolution and the Debt Settlement Resolution be approved at the Meeting. If either of the Arrangement Resolution or the Debt Settlement Resolution is not approved by the Company Shareholders, the Arrangement cannot be completed unless, in the case of the Debt Settlement Resolution, Minera Alamos waives the condition the completion of the Arrangement providing that the Debt Settlements be completed immediately prior to the completion of the Arrangement.**

Each Company Share entitled to be voted in respect of the Arrangement Resolution will entitle the holder to one vote at the Meeting. The Arrangement Resolution must be approved by (a) at least two-thirds of the votes cast by Company Shareholders present in person or represented by proxy at the Meeting, and (b) a simple majority of the votes cast by Company Shareholders present or represented by proxy at the Meeting, excluding the votes required to be excluded by Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions, as more fully described in the Circular.

Each Company Share entitled to be voted in respect of the Debt Settlement Resolution will entitle the holder to one vote at the Meeting. The Debt Settlement Resolution must be approved by a simple majority of the disinterested votes cast by shareholders present in person or represented by proxy at the Meeting, excluding any votes cast in respect of Company Shares beneficially owned or over which control or direction is exercised by Fahad al Tamimi, Claudio Ciavarella, and any of their respective affiliates and associates.

The Arrangement Agreement has been filed under Sabre’s issuer profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). This Notice of Special Meeting of Company Shareholders is accompanied by the Circular which contains additional information relating to matters to be dealt with at the Meeting.

The Company Board has set the close of business (Toronto time) on December 3, 2024 as the record date (the “**Record Date**”) for determining the Company Shareholders who are entitled to receive notice of and vote at the Meeting. Only persons shown on the register of Company Shareholders at the close of business (Toronto time) on the Record Date will be entitled to receive notice of the Meeting and vote on the Arrangement Resolution.

As a Company Shareholder, it is important that you read this Notice of Special Meeting of Company Shareholders and accompanying Circular carefully and then vote your Company Shares. Proxies to be used or acted upon at the Meeting must be completed and deposited with Sabre’s transfer agent, TSX Trust Company (“**TSX Trust**”), in accordance with the instructions thereon. To be effective, a duly completed proxy must be received by TSX Trust by 3:00 p.m. (Toronto time) on January 10, 2025 (or by 3:00 p.m. (Toronto time) on the day other than a Saturday, Sunday or statutory or civic holiday in the Province of Ontario which is at least 48 hours prior to any adjourned or postponed Meeting). Company Shareholders may vote online or by mail following the instructions found in the enclosed form of proxy or voting instruction form. Late proxies may be accepted or rejected by the Chair of the Meeting in his or her discretion. The Chair is under no obligation to accept or reject any particular late proxy. The time limit for deposit of proxies may be waived or extended by the Chair of the Meeting, at the Chair’s discretion, with or without notice. A non-registered Company Shareholder (a “**Non-Registered Company Shareholder**”) holding Company Shares through an intermediary or broker may have an earlier deadline by which the intermediary or broker must receive voting instructions. Non-Registered Company Shareholders that hold Company Shares through an intermediary or broker and receive these materials through such intermediary or broker should complete and send the form of proxy or voting instruction form in accordance with the instructions provided by such intermediary or broker.

Pursuant to the Interim Order, Persons whose names appear on the register of Sabre as the owners of Company Shares (“**Registered Company Shareholders**”) are entitled to vote at the Meeting and have a right to dissent with respect to the Arrangement Resolution and, if the Arrangement becomes effective, to be paid an amount equal to the fair value of their Company Shares as of the close of business (Toronto time) on the day before the Arrangement Resolution was approved, provided that they have strictly complied with the dissent procedures set out under section 190 of the CBCA, as modified by the plan of arrangement (the “**Plan of Arrangement**”), a copy of which is attached in Appendix D to the Circular, and the Interim Order. A Registered Company Shareholder wishing to exercise rights of dissent with respect to the Arrangement Resolution must send to Sabre a written objection to the Arrangement Resolution, which written objection must be received by Sabre c/o Sabre’s counsel, Peterson McVicar LLP, Attention: James McVicar, 110 Yonge St., Suite 1601, Toronto, Ontario, M5C 1T4 not later than 3:00 p.m. (Toronto time) on January 10, 2025 (or the day that is two business days immediately preceding the date that any adjourned or postponed Meeting is reconvened or held, as the case may be), and must otherwise strictly comply with the dissent procedures prescribed by the CBCA, as modified by the Plan of Arrangement and the Interim Order. A Company Shareholder’s right to dissent is more particularly described in the Circular. A copy of the Interim Order and the text of section 190 of the CBCA are set forth in Appendix B and Appendix H, respectively, to the Circular.

**Failure to strictly comply with the requirements set forth in section 190 of the CBCA, as modified by the Plan of Arrangement and the Interim Order, may result in the loss of any right to dissent. Non-Registered Company Shareholders who wish to dissent should be aware that only Registered Company Shareholders entitled to vote at the Meeting are entitled to dissent in respect of the Arrangement Resolution. Registered Company Shareholders may only dissent with respect to all of their Company Shares held on behalf of any one such Non-Registered Company Shareholder and registered in the name of such dissenting Registered Company Shareholder. Accordingly, a Non-Registered Company Shareholder desiring to exercise the right to dissent must make arrangements for the Company Shares beneficially owned by such Non-Registered Company Shareholder to be registered in such Non-Registered Company Shareholder’s name prior to the time the written objection to the Arrangement Resolution is required to be received by Sabre or, alternatively, make arrangements for the registered holder of such Company Shares to dissent on the Non-Registered Company Shareholder’s behalf. It is strongly suggested that any Company Shareholder wishing to dissent seek independent legal advice, as the failure to strictly comply with the provisions of**

section 190 of the CBCA, as modified by the Plan of Arrangement and the Interim Order, may prejudice such Company Shareholder's right to dissent.

Company Shareholders that have any questions or need additional information regarding the voting of their Company Shares should consult their financial, legal, tax or other professional advisor.

Your vote is very important, regardless of the number of Company Shares that you own. Whether or not you expect to attend the Meeting, we encourage you to vote your form of proxy or voting instruction form, as applicable, as promptly as possible to ensure that your vote will be counted at the Meeting.

### Notice and Access

The Company has elected to deliver the materials in respect of the Meeting (the "Meeting Materials") pursuant to the notice-and-access provisions ("Notice-and-Access Provisions") concerning the delivery of proxy-related materials to Company Shareholders, found in 9.1.1 of National Instrument 51-102 – Continuous Disclosure Obligations ("NI 51-102"), in the case of Registered Company Shareholders, and section 2.7.1 of National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer ("NI 54-101"), in the case of Non-Registered Company Shareholders. The Notice-and-Access Provisions are a set of rules that reduce the volume of proxy-related materials that must be physically mailed to securityholders by allowing issuers to deliver meeting materials to securityholders electronically by providing Registered Company Shareholders with access to these materials online via the System for Electronic Document Analysis and Retrieval+ ("SEDAR+") and one other website, rather than mailing paper copies of such materials to Company Shareholders. Electronic copies of this Circular and proxy materials may be found on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca) and at the following website maintained by the Company's transfer agent <https://docs.tsxtrust.com/2272>.

The Company will not use procedures known as "stratification" in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of this Circular to some Company Shareholders with the notice package. In relation to the Meeting, all Company Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of this Circular. Company Shareholders are reminded to review the Circular before voting.

Company Shareholders will not receive a paper copy of the Meeting Materials unless they contact the Company, in which case the Company will send the requested materials within three (3) business days of any request, provided the request is made prior to the Meeting, as set out below. Company Shareholders with questions about Notice-and-Access may contact the Company's transfer agent and registrar, TSX Trust Company, toll-free at 1-866-600-5869. Requests for paper copies of the Meeting Materials must be received on or before 3:00 p.m. (Toronto time) on January 3, 2025, being at least five (5) business days in advance of the proxy deposit deadline.

**SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR PRIOR TO VOTING. SEE BELOW FOR HOW TO VIEW AND ACCESS OF COPY OF THE CIRCULAR.**

### WHERE THE CIRCULAR IS POSTED

The Circular can be viewed online:

- under the Company's profile at [www.sedarplus.ca](http://www.sedarplus.ca); or
- at <https://docs.tsxtrust.com/2272>.

### HOW TO OBTAIN PAPER COPIES OF THE CIRCULAR

Company Shareholders may request paper copies of the Circular be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Circular was filed on SEDAR+.

To request paper copies of the Circular before the Meeting, e-mail the Corporate Secretary, at info@sabre.gold. Requests for paper copies must be received by at least January 3, 2024 in order to receive the Circular in advance of the proxy deposit date and Meeting. The Circular will be sent to such shareholders within three business days of their request if such requests are made before the Meeting. Those shareholders with existing instructions on their account to receive a paper copy of meeting materials will receive a paper copy of the Circular with this notification.

## VOTING

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities you must vote using the methods reflected on your enclosed Proxy or Voting Instruction Form. Your Proxy or Voting Instruction Form must be received by 3:00 p.m. (Toronto time) on January 10, 2024.

**THE COMPANY BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT COMPANY SHAREHOLDERS VOTE FOR THE ARRANGEMENT RESOLUTION AND THE DEBT SETTLEMENT RESOLUTION**

**DATED** at Toronto, Ontario, this 3<sup>rd</sup> day of December, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
SABRE GOLD MINES CORP.**

*(signed) "Andrew Elinesky"*

Andrew Elinesky  
Director, President and Chief Executive Officer