



1500 -409 Granville Street
Vancouver, BC V6C 1T2
Tel: 604 676 5660

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general meeting of shareholders of Altamira Gold Corp. (the “**Company**”) will be held at Suite 1500 – 409 Granville Street, Vancouver, BC V6C 1T2 on:

Friday, August 25, 2017

at the hour of 10:00 a.m. (Vancouver time) (the “**Meeting**”) for the following purposes:

1. to receive the financial statements of the Company for its fiscal years ended February 29, 2016 and February 28, 2017 and the report of the auditors thereon;
2. to fix the number of directors at five (5) - *For more details, see the section entitled ‘Election of Directors’ in the Information Circular;*
3. to elect the directors for the ensuing year - *For more details, see the section entitled ‘Election of Directors’ in the Information Circular;*
4. to appoint De Visser Gray LLP as auditors and to authorize the directors to fix the auditors’ remuneration - *For more details, see the section entitled ‘Appointment of Auditor’ in the Information Circular;*
5. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution approving the continuation of the Company’s stock option plan, as more particularly described in the accompanying Information Circular - *For more details, see the section entitled ‘2007 Stock Option Plan’ in the Information Circular;* and
6. to transact any other business which may properly come before the Meeting, or any adjournment thereof.

Accompanying this Notice is a management proxy circular (“**Information Circular**”), a form of proxy and a form whereby shareholders can request to be added to the Company’s supplemental mailing list. The Information Circular provides additional information relating to the matters to be considered at the Meeting and forms part of this Notice.

Notice-and-access - As permitted by Canadian securities regulators, the Company is using “notice-and-access” to deliver the Information Circular to registered and non-registered shareholders. This means that the Information Circular is being posted online for you to access, rather than being mailed out. This Notice includes information on how to access the Information Circular online and how to request a paper copy.

SHAREHOLDERS ARE REMINDED TO READ THE INFORMATION CIRCULAR CAREFULLY BEFORE VOTING.

Where you can access the Information Circular – The Information Circular can be accessed online at the Company’s website at <https://www.altamiragold.com/agm/>. The Information Circular can also be accessed under the Company’s profile on SEDAR at www.sedar.com.

The Board of Directors has fixed the close of business on July 12, 2017 as the record date for determining the shareholders who are entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. A shareholder entitled to vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his/her stead. If you are unable to attend the Meeting in person, please date, sign, and return the enclosed proxy in

accordance with the instructions set out in the notes to the proxy and any accompanying information from your intermediary.

Voting - To vote your securities, you must vote using the method set out in the enclosed voting instruction form or proxy.

Registered Holders - In order to be voted, the completed form of proxy must be received by the Company's registrar and transfer agent, Computershare Investor Services Inc. (the "**Transfer Agent**") at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof. Registered Shareholders electing to submit a proxy may do so by:

(i) Completing, dating and signing the enclosed form of Proxy and returning it to the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**") or by mail or hand delivery at 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, Canada;

(ii) Using a touch-tone phone to transmit voting choices to the toll-free number given in the Proxy. Registered Shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed Proxy for the toll-free number, the holder's account number and the Proxy Control Number; or

(iii) Using the internet through the website of Computershare at www.investorvote.com. Registered Shareholders who choose this option must follow the instructions that appear on the screen and refer to the enclosed Proxy for the holder's account number and the Proxy Control Number.

Beneficial Holders are asked to return their voting instructions using the following methods noted on your voting instruction form.

How to request a paper copy of the Information Circular – Upon request, the Company will provide a paper copy of the Information Circular to any shareholder, free of charge, for a period of one year from the date the Information Circular is filed on SEDAR. To request a paper copy before the Meeting: at www.altamiragold.com or call 1 833-606-6271 (toll free in Canada and the United States) or 604 676-5660. If your request is made before August 25, 2017, the Information Circular will be sent to you within three business days of receipt of your request. If the request is made on or after August 25, 2017, the Information Circular will be sent to you within ten calendar days of receiving your request. To ensure receipt of the paper copy in advance of the voting deadline and Meeting date, we estimate that your request must be received no later than 4:00 p.m. (PDT) on August 9, 2017 (ten business days before the Meeting).

Shareholders with questions about notice and access can call 1 833-606-6271 (toll free) or 604 676-5660.

DATED at Vancouver, British Columbia, this 12th day of July, 2017.

ON BEHALF OF THE BOARD OF DIRECTORS

"Alan Carter"
CHIEF EXECUTIVE OFFICER

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.