

BLACK MOUNTAIN GOLD USA CORP.

Suite 300-1455 Bellevue Ave
West Vancouver, BC V7T 1C3
Telephone: (604) 662-8184

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of shareholders of Black Mountain Gold USA Corp. (the "**Company**") will be held at the office of Black Mountain Gold USA Corp, 300-1455 Bellevue Ave, West Vancouver, British Columbia, on Tuesday, February 1, 2022, at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

- (1) to receive the audited financial statements of the Company for each of the financial years ended August 31, 2020 and 2021 and the accompanying reports of the auditors;
- (2) to set the number of directors of the Company at four and to elect Graham Harris, Farhad Abasov, Peter Maclean and Luke Norman as directors of the Company to hold office until the earlier of: (a) the next annual meeting of shareholders of the Company; and (b) their earlier resignation or such time as their successors are duly elected or appointed in accordance with the Company's constating documents;
- (3) to ratify the appointment of DMCL LLP, Chartered Professional Accountants, as the auditors of the Company for the financial year ended August 31, 2020, and the remuneration that was paid to the auditors for the financial year ended August 31, 2020;
- (4) to appoint DMCL LLP as the auditors of the Company for the financial year ending August 31, 2021 and authorize the directors of the Company to fix the remuneration to be paid to the auditors for the financial year ending August 31, 2021;
- (5) to consider and, if thought fit, to approve an ordinary resolution to adopt the Company's 2020 Stock Option Plan;
- (6) to consider and, if thought fit, to approve, a special resolution to confirm, ratify and approve all acts, resolutions, deeds and things done by, and proceedings of, the directors and officers of the Company on behalf of the Company since the last annual general meeting of shareholders of the Company held on February 11, 2020, including the failure of the Company to hold a meeting of shareholders since such date; and
- (7) to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying information circular (the "**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 and Special Meeting (this "**Notice of Meeting**").

The board of directors of the Company has fixed December 24, 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.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please vote by proxy by following the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing, that holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 24th day of December, 2021.

By Order of the Board of Directors of

BLACK MOUNTAIN GOLD USA CORP.

(signed) “Graham Harris”
Graham Harris
President and CEO

PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED FORM OF PROXY AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED.