

SANDFIRE RESOURCES AMERICA INC.

17 East Main Street

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NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of the shareholders of Sandfire Resources America Inc. (the "**Company**") will be held at 10th Floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5, on, **Thursday, December 9, 2021, at 11:00 a.m.** (Pacific Time), for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company for the year ended June 30, 2021 together with the auditor's report thereon;
2. To fix the number of directors for the ensuing year at five (5);
3. To elect directors for the ensuing year;
4. To appoint Ernst & Young LLP as the Company's auditors for the ensuing fiscal year at a remuneration to be fixed by the directors;
5. To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders of the Company confirming and approving the new omnibus share incentive plan of the Company; and
6. To transact such further or other business as may properly come before the Meeting and any adjournments thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the information circular (the "**Circular**") accompanying this notice. **This notice is accompanied by the Circular, a form of proxy and a supplemental mailing list return card.**

In light of the ongoing public health concerns related to COVID-19, and based on government recommendations to avoid large gatherings, the Company will not be permitting attendance in person. Shareholders are urged to vote on the matters before the Meeting by proxy and to listen to the Meeting through the telephone conference access details provided below.

The record date for determination of the Company's shareholders entitled to receive notice of and to vote at the Meeting is Monday, November 1, 2021 (the "**Record Date**"). Only holders of record of common shares of the Company at the close of business on the Record Date will be entitled to vote in respect of the matters to be voted on at the Meeting or any adjournment or postponement thereof. Only the matters referred to in this notice of Meeting will be addressed at the Meeting. There will be no additional presentations at the Meeting.

Proxies to be used at the Meeting must be deposited with the Company, c/o the Company's transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 no later than **11:00 a.m.** (Vancouver time) on **Tuesday, December 7, 2021**, or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the date on which the Meeting or any adjournment(s) thereof is held, unless the chairman of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.

Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.

Shareholders participating via teleconference will not be able to vote at the Meeting as the Company's scrutineer must take steps to verify the identity of shareholders or proxyholders using video features. Accordingly, we recommend that you vote by proxy or voting instruction form in advance of the Meeting. The form of proxy accompanies this notice of Meeting. The audited consolidated financial statements and related MD&A for the Company for the financial year ended June 30, 2021 have already been mailed to those shareholders who have previously requested to receive them. Otherwise, they are available upon request to the Company or they can be found on SEDAR at www.sedar.com.

Telephone Conference Access Details

Shareholders can listen to the Meeting by telephone by dialing-in to the conference line using the dial-in details set out below:

Dial-In Number (local and toll-free for North America): 1-877-385-4099

Meeting password: 6517149

The Company reserves the right to take any additional precautionary measures in relation to the Meeting in response to further developments in respect of the COVID-19 pandemic that the Company considers necessary or advisable including changing the time, date or location of the Meeting.

DATED at Vancouver, British Columbia this 1st day of November, 2021.

BY ORDER OF THE BOARD

"Robert Scargill"

Robert Scargill
Chief Executive Officer