

MONETA GOLD INC.

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS OF
MONETA GOLD INC.**

NOTICE IS HEREBY GIVEN that a special meeting ("**Moneta Meeting**") of shareholders of Moneta Gold Inc. ("**Moneta**") will be held at the offices of McCarthy Tétrault LLP, 66 Wellington Street West, Suite 5300, Toronto, ON M5K 1E6, on January 29, 2024 at 9:30 a.m. (Toronto time), for the following purposes:

- (a) to consider and, if deemed advisable, to approve, with or without variation, an ordinary resolution (the "**Moneta Share Issuance Resolution**"), the full text of which is attached as Appendix A to the accompanying joint management information circular (the "**Circular**") of Moneta and Nighthawk Gold Corp. ("**Nighthawk**") authorizing Moneta to issue such number of common shares of Moneta (the "**Combined Company Shares**") as may be required to be issued to holders (the "**Nighthawk Shareholders**") of common shares of Nighthawk (the "**Nighthawk Shares**") to allow Moneta to acquire all of the outstanding Nighthawk Shares on the basis of 0.42 of a Combined Company Share (on a pre-consolidation basis) for each outstanding Nighthawk Share, or if the Consolidation is effected, 0.21 of a Combined Company Share for each outstanding Nighthawk Share in accordance with an arrangement agreement between Moneta and Nighthawk dated November 28, 2023 (the "**Arrangement Agreement**"), as more particularly described in the Circular (the "**Arrangement**");
- (b) to consider and, if thought advisable, to pass, with or without variation, a special resolution (the "**Moneta Name Change Resolution**"), the full text of which is attached as Appendix A to the accompanying Circular, approving an amendment to the articles of Moneta to change the name of Moneta to "STLLR Gold Inc.", or such other name as the board of directors of each of Moneta and Nighthawk, may resolve, subject to regulatory approval;
- (c) to consider and, if thought advisable, to pass, with or without variation, a special resolution (the "**Moneta Consolidation Resolution**") the full text of which is attached as Appendix A to the accompanying Circular, approving, conditional on the satisfaction of all condition precedents to the Arrangement, an amendment to the articles of Moneta to provide that (i) the authorized capital of Moneta be altered by consolidating all of the issued and outstanding common shares of Moneta (the "**Moneta Shares**") on the basis of 0.5 of a post-consolidation Moneta Share for every one existing Moneta Share; and (ii) any fractional post-consolidation Moneta Shares arising from the consolidation of the Moneta Shares will be deemed to have been tendered by its registered owner to Moneta for cancellation for no consideration; and
- (d) to transact such other business as may properly come before the Moneta Meeting or any adjournment or postponement thereof.

This Notice of Special Meeting is accompanied by the Circular, which provides additional information relating to the matters to be dealt with at the Moneta Meeting and forms part of this Notice of Special Meeting.

Completion of the proposed Arrangement is conditional upon certain other matters described in the Circular, including the approval of the Nighthawk arrangement resolution and the Nighthawk share issuance resolution by the Nighthawk Shareholders at the special meeting of Nighthawk Shareholders, including any adjournments or postponements thereof, the approval of the Ontario Superior Court of Justice (Commercial List) and receipt of required regulatory and stock exchange approvals. The completion of the Arrangement is not conditional upon the approval of the Moneta Consolidation Resolution or the Moneta Name Change Resolution, but if approved, it is contemplated that all will be effected simultaneously.

Moneta is conducting an in-person shareholders' meeting. Registered Moneta Shareholders and duly appointed proxyholders can attend the Moneta Meeting at the offices of McCarthy Tétrault LLP at 66 Wellington Street West, Suite 5300, Toronto, ON M5K 1E6. Non-registered Moneta Shareholders (being shareholders who hold their shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will not be able to vote at the Moneta Meeting.

Your vote is important. As a shareholder of Moneta, it is very important that you read this Notice of Special Meeting and accompanying Circular carefully and then vote your Moneta Shares. The board of directors of Moneta has fixed 5:00 p.m. (Eastern Time) on December 19, 2023 as the record date for the determination of the registered Moneta Shareholders who will be entitled to receive notice of the Moneta Meeting, or any adjournment or postponement thereof, and who will be entitled to vote at the Moneta Meeting. Proxies to be used or acted upon at the Moneta Meeting must be deposited with Moneta's transfer agent, Computershare Investor Services Inc., by 9:30 a.m. (Eastern Time) on January 25, 2024 (or a day other than a Saturday, Sunday or holiday which is at least 48 hours before any adjournment or postponement of the Moneta Meeting). The time limit for deposit of proxies may be waived or extended by the chair of the Moneta Meeting at his discretion, without notice.

DATED at Toronto, Ontario, this 20th day of December, 2023.

By Order of the Board of Directors of Moneta Gold Inc.

(Signed) "*Josef Vejvoda*"

Chairman of the Board of Directors