Suite 910, 1111 Melville Street, Vancouver, BC, V6E 3V6
Telephone: (604) 601-3651 | Facsimile: (604) 688-6866

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting (the "**Meeting**") of Shareholders of **Spanish Mountain Gold Ltd.** (the "**Company**") will be held at McMillan LLP, Suite 1500 - 1055 West Georgia Street, Vancouver British Columbia, on Thursday, June 13, 2024 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 its financial years ended December 31, 2022 and December 31, 2023, together with the auditor's reports thereon (the "**Annual Financial Statements**") and the related management discussion and analyses (the "**MD&A**");
2. to set the number of directors of the Company at six (6);
3. to elect directors of the Company for the ensuing year;
4. to appoint Smythe LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year and to authorize the directors to fix their remuneration; and
5. to consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or any adjournment thereof.

An Information Circular accompanies this Notice and contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting.

A copy of the Annual Financial Statements and MD&A will be made available at the Meeting and are available on SEDAR+ at www.sedarplus.ca.

Registered shareholders who are unable to attend the Meeting in person and wish to ensure that their shares will be voted at the Meeting, must complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy.

If your shares are held in a brokerage account, you are not a registered shareholder. Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting.

Dated at Vancouver, British Columbia this 13th day of May, 2024.

BY ORDER OF THE BOARD

/s/ "G. Peter Mah"

George Peter Mah
President, Chief Executive Officer and Director