



PATAGONIA GOLD CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of holders of common shares (“**Shareholders**”) of Patagonia Gold Corp. (“**Patagonia**” or the “**Company**”) will be held as a virtual Shareholders’ meeting via teleconference, dial in number 1-877-407-4019 (toll free in Canada and USA) or 1-201-689-8337 (outside of Canada and USA), on October 16, 2020 at 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the financial statements of the Company, together with the auditor’s report thereon, for the financial year ended December 31, 2019;
2. to elect directors for the ensuing year;
4. to appoint Grant Thornton LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix its remuneration;
5. to consider and, if thought fit, to approve an ordinary resolution to re-approve the Company’s stock option plan; and
6. to transact such further and other business as may properly be brought before the Meeting or any postponement or adjournment thereof.

Specific details of the matters proposed to be put before the Meeting are set forth in the management information circular dated September 4, 2020 (the “**Information Circular**”). Shareholders are reminded to review the Information Circular before voting.

The Company is using the notice-and-access system (“**Notice-and-Access**”) under National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations* to distribute the Notice of Meeting and Information Circular to Shareholders. Notice-and-Access allows the Company to post electronic versions of its proxy-related materials on SEDAR and on the Company’s website, rather than mailing paper copies to Shareholders. This alternative means of distribution of the Company’s proxy-related materials is more environmentally friendly by reducing paper use, and also reduces printing and mailing costs of the Company. Note that Shareholders still have the right to request paper copies of the proxy-related materials posted online by the Company under Notice-and-Access if they so choose.

The proxy-related materials are available under the Company’s profile on SEDAR at www.sedar.com and on the Company’s website at <http://patagoniagold.com/investors/shareholder-meetings/>. As noted above, the Company will provide to any Shareholder, free of charge, a paper copy of the Information Circular upon request to the Company at +1(866) 223-5297 or by email at margarate@patagoniagold.com up to one year from the date the Information Circular is filed on SEDAR. Shareholders who wish to receive a paper copy of the Information Circular in advance of the Meeting should make such request to the Company by no later than October 6, 2020, in order to allow reasonable time to receive and

review the information Circular prior to the proxy deadline of 10:00 a.m. (Vancouver time) on October 14, 2020. The Information Circular will be sent to Shareholders within three business days of their request if such request is made prior to the date of the Meeting. Following the Meeting, the Information Circular will be sent to such Shareholders within 10 days of their request.

Shareholders will receive a paper copy of a notice package (the “**Notice Package**”) under Notice-and-Access via pre-paid mail containing: (i) a notification regarding the Company’s use of Notice-and-Access and how the proxy-related materials may be obtained, (ii) a form of proxy (if you are a registered Shareholder) or a voting instruction form (if you are a beneficial Shareholder), and (iii) a supplemental mailing list return card to elect to receive paper copies of the Company’s financial statements and management’s discussion and analysis.

The consolidated annual financial statements (the “**Annual Financial Statements**”) and related management’s discussion and analysis (“**MD&A**”) of the Company for the financial year ended December 31, 2019 will be mailed to those Shareholders who have requested to receive them by indicating (where marked) on the form of proxy or voting instruction form, as applicable, or through completing the supplemental mailing list return card distributed to Shareholders in connection with the Company’s 2019 Annual and Special Meeting of Shareholders. The Annual Financial Statements and MD&A are available under the Company’s profile on SEDAR at www.sedar.com. Shareholders may also request paper copies of the Annual Financial Statements and MD&A, free of charge, by calling +1(866) 223-5297 or via email at margarate@patagoniagold.com.

The record date for determining the Shareholders entitled to receive notice of and vote at the Meeting is the close of business on September 1, 2020 (the “**Record Date**”). Only Shareholders whose names have been entered in the register of Shareholders as of the close of business on the Record Date are entitled to receive notice of and to vote at the Meeting.

Registered Shareholders and duly appointed proxyholders are entitled to attend the Meeting virtually. Registered Shareholders who are unable to attend the Meeting virtually are requested to complete, date and sign the form of proxy contained in the Notice Package (in the return envelope provided for that purpose), or, alternatively, to vote by telephone, or over the internet, in each case in accordance with the instructions set out in the Notice Package. The completed proxy form must be deposited at the office of Computershare Trust Company of Canada, 100 University Avenue 8th Floor, Toronto, Ontario, M5J 2Y1 by mail, or the proxy vote must otherwise be registered in accordance with the instructions set forth in the Notice Package. Non-registered Shareholders who receive the proxy-related materials through their broker or other intermediary should complete and send the form of proxy or voting instruction form delivered in the Notice Package in accordance with the instructions provided by their broker or intermediary.

To be effective, a proxy must be received by Computershare not later than 10:00 a.m. (Vancouver time) on October 14, 2020, or in the case of any postponement or adjournment of the Meeting, not less than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time of the postponed or adjourned meeting. **Late proxies may be accepted or rejected by the Chairperson of the Meeting in his or her discretion. The Chairperson is under no obligation to accept or reject any particular late proxy.**

Given the significant uncertainty relating to the novel coronavirus (“**COVID-19**”) pandemic, its public health impact and the associated current restrictions on and the risk in attending large group gatherings, the Company has made arrangements to hold the Meeting as a completely virtual meeting, which will be conducted via teleconference, where all Shareholders regardless of

geographic location and equity ownership will have an equal opportunity to attend the Meeting. Shareholders will not be able to attend the Meeting in person. All Shareholders are strongly encouraged to vote prior to the Meeting by any of the means described on pages 2 and 3 of the accompanying management Information Circular.

DATED this 4th day of September, 2020.

**BY ORDER OF THE BOARD OF
DIRECTORS OF PATAGONIA GOLD
CORP.**

(Signed) "Carlos Miguens"

Carlos Miguens
Chairman