



NOTICE-AND-ACCESS NOTIFICATION TO SHAREHOLDERS

ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 15, 2022

You are receiving this notification because Spanish Mountain Gold Ltd. (the “**Company**”) is utilizing the notice-and-access model (“**Notice-and-Access**”) to deliver Meeting Materials (as defined hereunder) to the holders of the Company’s common shares (“**Shareholders**”) in respect of its Annual General Meeting of Shareholders to be held on December 15, 2022 (the “**Meeting**”).

Under Notice-and-Access, instead of receiving paper copies of the Company’s notice of meeting, management information circular (the “**Information Circular**”), and financial statements request form (collectively, the “**Meeting Materials**”), Shareholders of record on October 24, 2022, are receiving this notification containing information on how to access the Meeting Materials electronically. The Company considers this delivery method more environmentally responsible as it reduces paper use as well as printing and mailing costs.

MEETING DATE, TIME AND LOCATION:

WHEN: Thursday, December 15, 2022
9:00 a.m., Pacific Time

WHERE: Spanish Mountain Gold Ltd.
Suite 910, 1111 Melville Street
Vancouver, British Columbia
V6E 3V6

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS AT THE MEETING:

1. **Financial Statements:** to receive and consider the audited financial statements of the Company, together with the report of the auditor thereon, for the financial year ended December 31, 2021 - for detailed information regarding this matter, please refer to the section titled “**ADDITIONAL INFORMATION**” in the Information Circular;
2. **Number of Directors:** to fix the number of directors at eight (8) - for detailed information regarding this matter, please refer to the section titled “**ELECTION OF DIRECTORS**” in the Information Circular;
3. **Election of Directors:** to elect directors of the Company to hold office until the next annual meeting of Shareholders - for detailed information regarding this matter, please refer to the section titled “**ELECTION OF DIRECTORS**” in the Information Circular;
4. **Appointment of Auditor:** to appoint Smythe LLP, Chartered Professional Accountants, as auditor of the Company and to authorize the directors of the Company to fix the remuneration to be paid to the auditor - for detailed information regarding this matter, please refer to the section titled “**APPOINTMENT OF AUDITOR**” in the Information Circular; and
5. **Other Business:** to transact such other business as may be properly brought before the Meeting and any adjournment thereof.

This communication presents only an overview of the more complete Meeting Materials that are available to you on the Internet.

SHAREHOLDERS ARE REMINDED TO REVIEW THE MEETING MATERIALS BEFORE VOTING.

ACCESSING MEETING MATERIALS ONLINE

Shareholders can view the Meeting Materials on the Company's website or under its profile on SEDAR as follows:

www.spanishmountaingold.com/investors/shareholder-meetings/

OR

www.sedar.com

REQUESTING PAPER COPIES OF THE MEETING MATERIALS

If you would like to receive a paper copy of any or all of the Meeting Materials by mail, you must request such documents. There is no charge to you for requesting a copy. To ensure you receive the requested documents in advance of the voting deadline and meeting date, all requests must be received no later than December 1, 2022. If you request Meeting Materials, please note that another proxy or voting instruction form, as applicable, will not be sent to you. Please retain your current form for voting purposes.

To request Meeting Materials or if you have questions about Notice-and-Access, or to make any other inquiry, please contact the Company as follows:

Email: info@spanishmountaingold.com

Within North America: 1-855-772-6397 (toll free)

Outside North America: +1-604-601-3651

VOTING PROCESS

The record date for the Meeting is October 24, 2022. The record date is used to determine the registered Shareholders who are entitled to receive notice of and to vote at the Meeting.

You cannot vote by returning this notice. To vote your securities you must vote using the methods indicated on your enclosed proxy or voting instruction form.

The deadline for receiving duly completed and executed forms of proxy or submitting your proxy by telephone or over the internet is 9:00 a.m., Pacific Time, on December 13, 2022, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of any adjourned Meeting. The time limit for deposit of proxies may be waived or extended by the Chair of the Meeting at his discretion, without notice.

Beneficial (Non-Registered) Shareholders may vote or appoint a proxy using their voting instruction form and by carefully following the instructions of your intermediary, including instructions regarding when and where the completed proxy or voting instruction form is to be delivered.