



**NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF
SOUTH ATLANTIC GOLD INC.**

NOTICE IS HEREBY GIVEN that the 2023 Annual General Meeting (the “**Meeting**”) of shareholders of **South Atlantic Gold Inc.** (the “**Company**”) will be held on Friday, January 5, 2024 at 10:00am (Pacific Time) at 335 – 1632 Dickson Avenue, Kelowna BC for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company for the financial year ended February 28, 2023 together with the auditors’ report;
2. To fix the number of Directors of the Company at five;
3. To elect Directors of the Company for the ensuing year;
4. To appoint SMYTHE LLP, as auditors of the Company for the ensuing year and to authorize the Directors of the Company to fix their remuneration;
5. To consider and, if thought fit, to pass an ordinary resolution re-approving the Company’s rolling 10% stock option plan;
6. To consider and, if thought fit, to pass an ordinary resolution re-approving the Company’s long term incentive plan; and
7. To transact such other business that may properly come before the Meeting or any adjournment thereof.

The Information Circular also provides additional information relating to the matters to be dealt with and voted upon at the Meeting and is deemed to form part of this Notice of Meeting. Please see the section heading “*Particulars of Matters to be Acted Upon*” in the Information Circular for full particulars.

ALLSHAREHOLDERS ARE STRONGLY ENCOURAGED TO VOTE BY SUBMITTING THEIR COMPLETED FORM OF PROXY (OR VOTING INSTRUCTION FORM) PRIOR TO THE MEETING BY ONE OF THE MEANS DESCRIBED IN THE CIRCULAR ACCOMPANYING THIS NOTICE OF MEETING.

All registered shareholders as at December 1, 2023 (the “**Record Date**”) are entitled to attend and vote at the Meeting in person or by proxy. Shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed form of proxy and to return it to Computershare Investor Services Inc., **100 University Avenue, 8th Floor Toronto, Ontario, M5J 2Y1 (according to the instructions on the proxy)**, at least 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting, being **10:00 a.m. (Pacific time) on Wednesday January 3, 2024**, unless the chairman of the Meeting elects to exercise his or her discretion to accept proxies received subsequently. If a shareholder does not deliver a proxy in accordance with these instructions or to the presiding officer of the Meeting, then the shareholder will not be entitled to vote at the Meeting by proxy.

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Non-registered shareholders as at the Record Date who receive this notice and accompanying information circular from their broker or other intermediary should complete and return the proxy or voting instruction form in accordance with the instructions provided with it. Completed voting instruction forms must be received at least 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting, being **10:00 a.m. (Pacific time) on Wednesday, January 3, 2024**, unless the chairman of the Meeting elects to exercise his or discretion to accept proxies received subsequently. Failure to do so may result in the shares of the non-registered Shareholders not being eligible to be voted at the Meeting. An information circular, a form of proxy and voting instruction form accompany this Notice of Meeting.

DATED at Kelowna, British Columbia, this 4th day of December, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

“Douglas Meirelles”

**Douglas Meirelles
President and CEO**