



www.scorpiogold.com

Unit 1 – 15782 Marine Drive,
White Rock, British Columbia, V4B 1E6 Canada

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of the shareholders of Scorpio Gold Corporation (the “**Company**”) will be held at Unit 1 – 15782 Marine Drive, White Rock, British Columbia on Friday, October 2, 2020, at the hour of 9:00 a.m. (PST) for the following purposes:

1. to have placed before the Meeting the audited financial statements of the Company for the fiscal year ended December 31, 2019, together with the auditors’ report thereon;
2. to elect directors for the ensuing year;
3. to appoint Davidson & Company LLP as auditors for the Company for the ensuing year and to authorize the directors to fix the remuneration of the auditors;
4. to consider and, if thought fit, to approve a resolution in the form presented in the Information Circular accompanying this Notice, renewing the stock option plan for directors, officers, employees, consultants and other personnel of the Company and its subsidiaries, subject to regulatory approval;
5. to consider and, if thought fit, to approve a resolution in the form presented in the Information Circular accompanying this Notice, authorizing and approving the Augusta Control Person Resolution, subject to regulatory approval;
6. to consider and, if thought fit, to approve a special resolution in the form presented in the Information Circular accompanying this Notice, authorizing and approving the Option Agreement Resolution, subject to regulatory approval; and
7. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying Management Information Circular provides additional information relating to the matters to be addressed at the meeting and is deemed to form part of this Notice.

The Directors have fixed the close of business on August 18, 2020, as the record date for determination of Shareholders entitled to notice of and the right to vote at the Meeting either in person or by proxy.

Shareholders are entitled to vote at the meeting either in person or by proxy. Those who are unable to attend the meeting are encouraged to read, complete, sign, date and mail the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Management Information Circular accompanying this Notice. Please advise the Company of any changes in your mailing address.

Dated at Vancouver, British Columbia this 2nd day of September 2020.

BY ORDER OF THE BOARD OF DIRECTORS

Brian Lock”

Chief Executive Officer and Director