



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 Monday, October 25, 2021, at the hour of 10:00 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, 2020, together with the auditors’ report thereon;
2. to fix the number of directors to be elected at the Meeting;
3. to elect directors for the ensuing year;
4. 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;
5. 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;
6. to consider and, if thought fit, to approve a resolution in the form approving the amendment of the Company’s articles such that the existing articles be replaced in their entirety with the form of articles set out in Schedule “A” of the accompanying Information Circular, all as more particularly described in the accompanying information circular; and
7. to transact such other business as may properly come before the Meeting or any adjournment thereof.

IMPORTANT

THE COMPANY WILL HOLD THIS ANNUAL GENERAL AND SPECIAL MEETING BY TELECONFERENCE IN ACCORDANCE WITH GOVERNMENT RESTRICTIONS ON PUBLIC GATHERINGS AND GUIDANCE ON SOCIAL DISTANCING DUE TO THE COVID-19 PANDEMIC.

Amid ongoing concerns about the Coronavirus (COVID-19) outbreak, the Company remains mindful of the well-being of shareholders and their families, and other stakeholders as well as the communities in which we operate and will continue to monitor and review provincial and federal governmental guidance in order to assess and implement measures to reduce the risk of spreading the virus, which may include potentially adjourning or postponing the Meeting.

NO VOTES WILL BE ACCEPTED AT THE TELECONFERENCE MEETING.

Shareholders are encouraged to complete, date, sign and return the enclosed form of proxy in accordance with the instructions set out in the proxy and in the attached Management Information Circular (the “**Information Circular**”).

The accompanying 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 September 20, 2021, 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 20th day of September 2021.

BY ORDER OF THE BOARD OF DIRECTORS

"Brian Lock"

Chief Executive Officer and Director