

**ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
to be held on June 27, 2024**

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 Suite 750, 1095 West Pender Street, Vancouver, British Columbia V6E 2M6 on June 27, 2024, at the hour of 1:00 p.m. (PST) for the following purposes:

Purpose of Meeting:

1. to receive and consider the comparative financial statements of the Company for the financial year ended December 31, 2023, together with the report of the auditor thereon; as more particularly described in the Information Circular under the heading "Financial Statements";
2. to set the number of directors at five (5); as more particularly described in the Information Circular under the heading "Setting Number of Directors";
3. to elect directors for the ensuing year; as more particularly described in the Information Circular under the heading "Election of Directors";
4. to appoint Davidson & Company LLP as auditor of the Company for the ensuing year and to authorize the directors to determine the remuneration to be paid to the auditor as more particularly described in the Information Circular under the heading "Appointment and Remuneration of Auditor";
5. to consider and, if thought fit, to pass with or without variation, an ordinary resolution approving the Company's proposed equity incentive plan as more particularly described in the accompanying management information circular (the "Information Circular");
6. to consider and, if thought fit, to pass, with or without variation, a special resolution approving the adoption of the Company's proposed new articles; and
7. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the management information circular of the Company dated May 23, 2024 (the "**Information Circular**"). The proxy materials are also posted on the Company's website at www.scorpogold.com and on www.sedarplus.ca.

Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed proxy. A proxy will not be valid unless it is deposited by mail to Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 9th Floor, Toronto, ON M5J 2Y1 or by internet (www.investorvote.com) or telephone voting (1-866-732-VOTE within North America) not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or an adjournment thereof.

If you are a non-registered Shareholder of the Company and received this Notice and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

By Order of the Board of Directors

/s/ "Zayn Kalyan"
Director & CEO