



Suite 1140, 625 Howe Street  
Vancouver, British Columbia V6C 2T6

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**NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON WEDNESDAY, APRIL 13, 2022**

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**NOTICE IS HEREBY GIVEN** that the **Annual General & Special Meeting** (the “**Meeting**”) of St. James Gold Corp. (the “**Company**”) will be held on **Wednesday, April 13, 2022 at 10:00 a.m.** (Vancouver time). To mitigate risks to the health and safety of our shareholders, employees, communities and other stakeholders related to COVID-19, and in order to comply with federal, provincial and municipal restrictions that are or may be imposed in connection with the COVID-19 mitigation efforts, the Meeting will take place online only via a virtual meeting portal through which you can listen to the Meeting and submit questions.

The Meeting will be held for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended September 30, 2021, together with the auditor’s report thereon;
2. to fix number of directors at four (4);
3. to elect the directors for the ensuing year;
4. to appoint the auditors of the Company and to authorize the directors to fix their remuneration;
5. to consider and, if deemed advisable, to pass with or without variation, an ordinary resolution of shareholders approving and confirming the stock option plan of the Company; and
6. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The accompanying management information circular (the “**Circular**”) provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual general and special meeting (“**Notice**”). Also accompanying this Notice are (i) Form of Proxy or Voting Instruction Form, and (ii) Financial Statement Request Form. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting. Additional information about the Company and its financial statements are also available on the Company’s profile at [www.sedar.com](http://www.sedar.com).

The board of directors of the Company has by resolution fixed the close of business on Tuesday, March 8, 2022 as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment or postponement thereof.

**Registered shareholders who are unable to attend the Meeting, are requested to date, complete and sign the enclosed form of proxy so that as large a representation as possible may be had at the Meeting, and deliver it in accordance with the instructions set out in the form of proxy and in the accompanying Circular.**

**Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the Form of Proxy or Voting Instruction Form to ensure that their common shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.**

**ZOOM MEETING DETAILS:**

In order to dial into the Meeting within Canada, shareholders can phone 1.778.907.2071 or in the United States, shareholders can phone 1.669.900.6833 and enter the Meeting ID and Password noted below.

Alternatively, you can find your local number at: <https://zoom.us/j/9123456789>

In order to access the Meeting through Zoom, shareholders will need to download the application onto their computer or smartphone and then once the application is loaded, enter the Meeting ID and Password below or open the following link:

<https://us02web.zoom.us/j/81496878997?pwd=Yy9aUTIwM2x4ZXV0VGo0d3Bqb2h5Zz09>

Shareholders will have the option through the application to join the video and audio or simply view and listen.

Meeting ID: 814 9687 8997

Passcode: 989393

In order to assist the Scrutineer with attendance, Shareholders are asked to log into the Meeting with their First and Last Names.

**DATED** at Vancouver, British Columbia, this 8<sup>th</sup> day of March, 2022.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“George Drazenovic” (signed)*

George Drazenovic

President & Chief Executive Officer