



**NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON OCTOBER 16, 2020**

You are receiving this notification because Patagonia Gold Corp. (the “**Company**”) has opted to use the “notice and access” system for delivery of meeting materials to its shareholders in respect of its annual and special meeting of shareholders to be held on October 16, 2020 (the “**Meeting**”).

Instead of receiving paper copies of the notice of meeting and management information circular (the “**Circular**”) of the Company for the financial year ended December 31, 2019, under “notice and access” shareholders are receiving this notice with information on how to access the Circular and proxy-related materials electronically. However, together with this notification, shareholders will continue to receive a proxy or voting instruction form, as applicable, to enable them to vote at the Meeting, together with a supplemental mailing list request card to complete if you wish to receive paper copies of the Company’s financial statements and related management’s discussion and analysis. The use of electronic delivery of the proxy-related materials is more environmentally friendly and cost effective for the Company, reducing the Company’s paper and printing use and printing and mailing costs. This communication is not a form for voting and presents only an overview of the more complete information in the Circular which contain important information and can be accessed online as provided below. Shareholders are reminded to review Circular prior to voting.

MEETING DATE AND LOCATION:

WHEN: October 16, 2020
10:00 a.m. (Vancouver time)

WHERE: Virtual Meeting by way of teleconference, dial in number 1-877-407-4019 (toll free in Canada and USA) or 1-201-689-8337 (outside of Canada and USA).

Only shareholders who own common shares of the Company at the close of business on the record date of September 1, 2020 may vote at the Meeting or any adjournment or postponement of the Meeting.

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS AT THE MEETING:

- **FINANCIAL STATEMENTS:** To receive and consider the financial statements of the Company, together with the auditor’s report thereon, for the financial year ended December 31, 2019. **NOTE:** There are no financial statements included in the mailing. The consolidated annual financial statements and related management’s discussion and analysis have already been mailed to those shareholders who previously requested to receive them.
- **ELECTION OF DIRECTORS:** To elect directors of the Company for the ensuing year. See the section entitled “Particulars of Matters to be Acted Upon at the Meeting – Election of Directors” in the Circular.
- **APPOINTMENT OF AUDITOR:** To appoint Grant Thornton LLP, Chartered Professional Accountants, as auditor for the Company, to hold office until the next annual general meeting of the shareholders at a remuneration to be fixed by the board of directors of the Company. See the section entitled “Particulars of Matters to be Acted Upon at the Meeting – Appointment of Auditor” in the Circular.
- **RE-APPROVAL OF STOCK OPTION PLAN:** To re-approve the Company’s stock option plan. See “Particulars of Matters to be Acted Upon at the Meeting – Re-Approval of the Stock Option Plan” in the Circular.
- **OTHER BUSINESS:** To transact such further and other business as may properly be brought before the Meeting or any postponement or adjournment thereof.

WEBSITES WHERE THE MEETING MATERIALS ARE POSTED:

The proxy-related materials for the Meeting can be viewed online under the Company's profile at www.sedar.com or on the Company's website at <http://patagoniagold.com/investors/shareholder-meetings/>.

HOW TO OBTAIN PAPER COPIES OF THE CIRCULAR:

Shareholders may request a paper copy of the Circular at no cost to the shareholder. Requests may be made up to one year from the date the Circular is filed on SEDAR by email to margarate@patagoniagold.com or by calling +1(866) 223-5297. For shareholders who wish to receive a paper copy of the Circular in advance of the voting deadline, requests must be received **no later than October 6, 2020**. The Circular will be sent to such shareholders within three business days of their request if such requests are made before the Meeting. Following the Meeting, the Circular will be sent to such shareholders within 10 days of their request. **Requests must be made by email to margarate@patagoniagold.com or by calling +1(866) 223-5297.**

VOTING:

YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities, you must vote using the method set out in the proxy or voting instruction form.

Registered Holders are asked to return their proxies using the following methods by the proxy deposit date noted on your proxy, which is by 10:00 a.m. (Vancouver time) on October 14, 2020:

- | | |
|-------------------|---|
| INTERNET: | Go to www.investorvote.com and follow the instructions. |
| TELEPHONE: | You may enter your voting instructions by telephone at:
1-866-732-8683 (toll free within North America), or
1-312-588-4290 (outside North America) |
| MAIL: | Complete the form of proxy or any other proper form of proxy, sign it and mail it to Computershare at:

Computershare Investor Services Inc.
Toronto Office, Proxy Department
100 University Avenue, 8th Floor
Toronto, Ontario,
Canada M5J 2Y1 |

Beneficial Holders are asked to use the voting instruction form provided by Computershare or Broadridge, as applicable, and **RETURN IT TO COMPUTERSHARE OR BROADRIDGE**, as applicable (**not to the Company**), or vote through the Internet or by telephone as indicated on the voting instruction form, in each case as soon as practicable to ensure that it is transmitted on time. It must be received by Computershare or Broadridge, as applicable, with sufficient time for them to file a proxy by the proxy deadline of 10:00 a.m. (Vancouver time) on October 14, 2020.

Shareholders with questions about notice-and-access can contact the Company at +1(866) 223-5297.