



PATAGONIA GOLD CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of holders of common shares (“**Shareholders**”) of Patagonia Gold Corp. (“**Patagonia**” or the “**Company**”) will be held as a virtual Shareholders’ meeting online via live webcast at <https://meetnow.global/M4UN75J>, on October 22, 2024 at 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the financial statements of the Company, together with the auditor’s report thereon, for the financial year ended December 31, 2023;
2. to elect directors for the ensuing year;
3. to appoint Forbes Andersen LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix its remuneration;
4. to consider and, if thought fit, to approve an ordinary resolution reapproving the Company’s stock option plan; and
5. to transact such further and other business as may properly be brought before the Meeting or any postponement or adjournment thereof.

Specific details of the matters proposed to be put before the Meeting are set forth in the management information circular dated September 4, 2024 (the “**Information Circular**”). Shareholders are reminded to review the Information Circular before voting.

The Company is using the notice-and-access system (“**Notice-and-Access**”) under National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations* to distribute the Notice of Meeting and Information Circular to Shareholders. Notice-and-Access allows the Company to post electronic versions of its proxy-related materials on SEDAR+ and on the Company’s website, rather than mailing paper copies to Shareholders. This alternative means of distribution of the Company’s proxy-related materials is more environmentally friendly by reducing paper use, and also reduces printing and mailing costs of the Company. Note that Shareholders still have the right to request paper copies of the proxy-related materials posted online by the Company under Notice-and-Access if they so choose.

The proxy-related materials are available under the Company’s profile on SEDAR+ at www.sedarplus.ca and on the Company’s website at <http://patagoniagold.com/investors/shareholder-meetings/>. As noted above, the Company will provide to any Shareholder, free of charge, a paper copy of the Information Circular upon request to the Company at +1(866) 223-5297 or by email at margarate@patagoniagold.com up to one year from the date the Information Circular is filed on SEDAR+. Shareholders who wish to receive a paper copy of the Information Circular in advance of the Meeting should make such request to

the Company by no later than October 4, 2024, in order to allow reasonable time to receive and review the Information Circular prior to the proxy deadline of 10:00 a.m. (Vancouver time) on October 18, 2024. The Information Circular will be sent to Shareholders within three business days of their request if such request is made prior to the date of the Meeting. Following the Meeting, the Information Circular will be sent to such Shareholders within 10 days of their request.

Shareholders will receive a paper copy of a notice package (the “**Notice Package**”) under Notice-and-Access via pre-paid mail containing: (i) a notification regarding the Company’s use of Notice-and-Access and how the proxy-related materials may be obtained, (ii) a form of proxy (if you are a registered Shareholder) or a voting instruction form (if you are a beneficial Shareholder), and (iii) a supplemental mailing list return card to elect to receive paper copies of the Company’s financial statements and management’s discussion and analysis.

The consolidated annual financial statements (the “**Annual Financial Statements**”) and related management’s discussion and analysis (“**MD&A**”) of the Company for the financial year ended December 31, 2023 will be mailed to those Shareholders who have requested to receive them by indicating (where marked) on the form of proxy or voting instruction form, as applicable, or through completing the supplemental mailing list return card distributed to Shareholders in connection with the Company’s 2023 Annual and Special Meeting of Shareholders. The Annual Financial Statements and MD&A are available under the Company’s profile on SEDAR+ at www.sedarplus.ca. Shareholders may also request paper copies of the Annual Financial Statements and MD&A, free of charge, by calling +1 (866) 223-5297 or via email at margarate@patagoniagold.com.

The record date for determining the Shareholders entitled to receive notice of and vote at the Meeting is the close of business on September 4, 2024 (the “**Record Date**”). Only Shareholders whose names have been entered in the register of Shareholders as of the close of business on the Record Date are entitled to receive notice of and to vote at the Meeting.

Registered Shareholders and duly appointed proxyholders are entitled to attend the Meeting virtually. Registered Shareholders who are unable to attend the Meeting virtually are requested to complete, date and sign the form of proxy contained in the Notice Package (in the return envelope provided for that purpose), or, alternatively, to vote by telephone, or over the internet, in each case in accordance with the instructions set out in the Notice Package. The completed proxy form must be deposited at the office of Computershare Trust Company of Canada, 100 University Avenue 8th Floor, Toronto, Ontario, M5J 2Y1 by mail, or the proxy vote must otherwise be registered in accordance with the instructions set forth in the Notice Package so that Computershare may provide the proxyholder with an Invite Code via email. **Without an Invite Code, proxyholders will not be able to attend and vote at the Meeting.**

Non-registered Shareholders who receive the proxy-related materials through their broker or other intermediary should complete and send the form of proxy or voting instruction form delivered in the Notice Package in accordance with the instructions provided by their broker or intermediary.

To be effective, a proxy must be received by Computershare not later than 10:00 a.m. (Vancouver time) on October 18, 2024, or in the case of any postponement or adjournment of the Meeting, not less than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time of the postponed or adjourned meeting. **Late proxies may be accepted or rejected by the**

Chairperson of the Meeting in his or her discretion. The Chairperson is under no obligation to accept or reject any particular late proxy.

The Company has made arrangements to hold the Meeting as a completely virtual meeting via live webcast where all Shareholders, regardless of geographic location and equity ownership, will have an equal opportunity to attend the Meeting. Shareholders will not be able to attend the Meeting in person. All Shareholders are strongly encouraged to vote prior to the Meeting by any of the means described on pages 2 through 5 of the accompanying Information Circular.

DATED this 4th day of September, 2024.

**BY ORDER OF THE BOARD OF
DIRECTORS OF PATAGONIA GOLD
CORP.**

(Signed) "Christopher van Tienhoven"

Christopher van Tienhoven
Director and Chief Executive Officer



**NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON OCTOBER 22, 2024**

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 22, 2024 (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, 2023, 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 contains 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 22, 2024
10:00 a.m. (Vancouver time)

WHERE: Virtual Meeting only by way of live webcast at
<https://meetnow.global/M4UN75J>

Only shareholders who own common shares of the Company at the close of business on the record date of September 4, 2024 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, 2023. **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 and are also available under the Company’s profile on SEDAR+ at www.sedarplus.ca
- **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 Forbes Andersen 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.
- **REAPPROVAL OF THE STOCK OPTION PLAN:** To consider and, if thought fit, to approve an ordinary resolution reapproving the Company’s stock option plan. See “Particulars of Matters to be Acted Upon at the Meeting – Reapproval 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.sedarplus.ca 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 4, 2024**. 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 18, 2024:

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 18, 2024.

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