

SOLSTICE GOLD CORP.
Suite 1600, 925 West Georgia Street,
Vancouver, British Columbia Canada V6C 3L2
Tel: 604-622-5040

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of Solstice Gold Corp. (the “**Company**”) will be held at Suite 550, 800 West Pender Street, Vancouver, British Columbia (the “**Meeting Location**”), on Tuesday, December 8, 2022 (the “**Meeting Date**”) at 11:00 a.m. Pacific Time, for the following purposes:

1. to present the financial statements of the Company, together with the auditor’s report thereon, for the fiscal year ended June 30, 2022;
2. to consider and, if deemed advisable, to pass an ordinary resolution setting the number of directors of the Company for the ensuing year at five;
3. to consider and, if deemed advisable, to pass an ordinary resolution electing the directors of the Company for the ensuing year;
4. to appoint BDO Canada LLP, Chartered Professional Accountants, as auditor for the Company for the ensuing year and to authorize the directors to set the auditor’s remuneration;
5. to consider and, if thought appropriate, pass an ordinary resolution authorizing, approving, ratifying and confirming the Company’s rolling stock option plan, as more particularly described in the accompanying management information circular (the “**Information Circular**”); and
6. to transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

IMPORTANT NOTICE

The Meeting is currently scheduled to take place in person at the Meeting Location on the Meeting Date at 11:00 a.m. (Pacific time). In light of ongoing concerns related to the spread of COVID-19, only registered shareholders, non-registered shareholders who have followed the procedures described in the Information Circular and their respective proxyholders will be allowed to attend the Meeting physically in person. **On the Meeting Date, the Company will comply with all restrictions imposed under all applicable laws and regulations restricting the size and conduct of gatherings to protect public health and limit the spread of COVID-19.**

To help mitigate the risk of the spread of COVID-19, all shareholders are strongly encouraged to vote on the matters at the Meeting by proxy using our management proxyholder(s) to limit the number of attendees. Please do not attend the Meeting in person if you or someone with whom you have been in close contact with are experiencing any cold or flulike symptoms. Meeting attendees will be required to wear a face covering for the duration of the Meeting. Shareholders and proxyholders may be refused entry at the Meeting Location if more individuals attend the Meeting in person than are permitted under applicable laws and regulations in effect on the Meeting Date. Shareholders and

proxyholders may also be refused entry at the Meeting Location or be required to leave the Meeting if they do not comply with all restrictions in respect of the conduct of gatherings under applicable laws and regulations in effect on the Meeting Date.

The Company's board of directors and management are also continuing to assess whether an in-person Meeting is in the best interests of the Company and its shareholders in light of the unprecedented public health concerns raised by COVID-19. Accordingly, there is a possibility that the Meeting will be held in a virtual-only format and that shareholders and proxyholders will not be able to attend the Meeting physically. If the Company decides to hold the Meeting in a virtual-only format, the Company will make a public announcement to this effect by issuing a news release as soon as reasonably practicable prior to the Meeting. The news release will contain detailed instructions explaining how shareholders will be able to attend, communicate and vote at the virtual Meeting. The news release will be posted on the Company's website at www.solsticegold.com and will be filed under the Company's profile on SEDAR at www.sedar.com. Shareholders are strongly encouraged to check the Company's website and/or SEDAR on a regular basis to ensure that they are apprised of all developments with respect to the Meeting.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

Only shareholders of record on November 8, 2022 will be entitled to vote in person at the Meeting, subject to the foregoing important notice. Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting, subject to the foregoing important notice, must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

The audited financial statements for the year ended June 30, 2022, the report of the auditor and related management discussion and analysis will be made available at the Meeting and are available on www.sedar.com.

DATED at Vancouver, British Columbia, November 8, 2022.

ON BEHALF OF THE BOARD OF DIRECTORS

"David Adamson"

DAVID ADAMSON

Chairman & Director