

**ALTAMIRA GOLD CORP.**  
1500 - 409 Granville Street  
Vancouver, BC V6C 1T2  
Tel: 604-676-5660

## **NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

TAKE NOTICE that a hybrid annual general meeting (the “**Meeting**”) of shareholders of Altamira Gold Corp. (the “**Company**”) will be held via teleconference and in person at the Company’s office located at Suite #1500 - 409 Granville Street, Vancouver, British Columbia on **Thursday September 24, 2020** at 10:00 am (*Vancouver time*) for the following purposes:

1. to receive the audited financial statements of the Company for the year ended February 29, 2020 and the report of the auditors thereon;
2. to fix the number of directors of the Company at six (6);
3. to elect the directors for the ensuing year;
4. to appoint De Visser Gray LLP as auditors of the Company for the ensuing year and to authorize the directors to fix the auditors’ remuneration;
5. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution approving an amendment to the Company’s stock option plan, as more particularly described in the management information circular (the “**Information Circular**”); and
6. to transact any other business which may properly come before the Meeting, or any adjournment thereof.

**This year, as part of our corporate social responsibility in response to COVID-19, and in order to mitigate potential risks to the health and safety of our shareholders, employees, communities and other stakeholders, the Company will not be permitting in person voting at the Meeting, and shareholders must vote by proxy in advance of the Meeting in order to have their votes counted.**

To ensure the safety of our shareholders and other stakeholders entitled to attend the Meeting amidst the ongoing COVID-19 pandemic, the Company is conducting a hybrid Meeting which allows participation both via teleconference and in person. Registered shareholders and validly appointed proxyholders may attend the Meeting by calling the following toll-free number in Canada and the United States: **1-800-669-6180**, or by calling **1-604-484-1962**. All callers will be prompted to enter the following passcode upon entering the teleconference: **585276**.

Accompanying this Notice is a form of proxy (“**Proxy**”) or voting instruction form (“**Voting Instruction Form**”), and a form whereby shareholders can request to be added to the Company’s supplemental mailing list.

Due to the COVID-19 pandemic and issues related to the verification of shareholder identity via teleconference, in person voting will not be permitted at the Meeting. If you are a registered shareholder and wish to have your vote counted, you will be required to complete, date, sign and return, in the envelope provided for that purpose, the accompanying Proxy for use at the Meeting or any adjournment thereof. To be effective, the Proxy must be received by our transfer agent, Computershare Investor Services Inc., by no later than 10:00 a.m. (*Vancouver Time*) on September 22, 2020 or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time to which the Meeting may be adjourned or postponed. Alternatively, you may vote by telephone or via the internet following the instructions provided on the Proxy and in the Information Circular which has been filed on the Company’s website at <https://altamiragold.com/aggm/> and under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com) (see below for further details).

If you are a non-registered holder of Company shares and have received this Notice of Meeting and accompanying materials through an intermediary, such as an investment dealer, broker, custodian, administrator or other nominee, or a clearing agency in which the intermediary participates, please complete and return the Voting Instruction Form provided to you in accordance with the instructions provided therein.

**Notice-and-access** - As permitted by Canadian securities regulators, the Company is using “notice-and-access” to deliver the Information Circular to registered and non-registered shareholders. This means that the Information Circular is being posted online for you to access, rather than being mailed out. This Notice includes information on how to access the Information Circular online and how to request a paper copy.

**ALL SHAREHOLDERS ARE REMINDED TO READ THE INFORMATION CIRCULAR CAREFULLY BEFORE VOTING.**

**Where you can access the Information Circular** - The Information Circular can be accessed online at the Company’s website at <https://altamiragold.com/agm/>. The Information Circular can also be accessed under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

The Board of Directors have fixed the close of business on August 14, 2020 as the record date for determining the shareholders who are entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof.

**Voting** - To vote your securities, you must vote using the method set out in the enclosed Proxy or Voting Instruction Form.

**Registered Holders** - In order to be voted, the completed Proxy must be received by the Company’s registrar and transfer agent, Computershare Investor Services Inc. (the “**Transfer Agent**”) at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof. Registered Shareholders electing to submit a Proxy may do so by:

- (i) Completing, dating and signing the enclosed Proxy and returning it to the Company’s transfer agent, Computershare Investor Services Inc. (“**Computershare**”) by mail or hand delivery at 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, Canada;
- (ii) Using a touch-tone phone to transmit voting choices to the toll-free number given in the Proxy. Registered shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed Proxy for the toll-free number, the holder’s account number and the Proxy Control Number; or
- (iii) Using the internet through the website of Computershare at [www.investorvote.com](http://www.investorvote.com). Registered Shareholders who choose this option must follow the instructions that appear on the screen and refer to the enclosed Proxy for the holder’s account number and the Proxy Control Number.

**Beneficial Holders** - Are asked to return their voting instructions using the methods noted on your Voting Instruction Form.

**How to request a paper copy of the Information Circular** – Upon request, the Company will provide a paper copy of the Information Circular to any shareholder, free of charge, for a period of one year from the date the Information Circular is filed on SEDAR. You may request a paper copy before the Meeting on the Company’s website at [www.altamiragold.com](http://www.altamiragold.com) or by calling 1-833-606-6271 (toll free in Canada and the United States) or 604-676-5660. If your request is made before September 24, 2020, the Information Circular will be sent to you within three business days of receipt of your request. If the request is made on or after September 24, 2020, the Information Circular will be sent to you within ten calendar days of receiving your request. To ensure receipt of the paper copy in advance of the voting deadline and Meeting date, we estimate that your request must be received no later than 4:00 p.m. (Vancouver time) on September 10, 2020 (ten business days before the Meeting).

**Shareholders with questions about notice and access may receive further information by calling 1-833-606-6271 (toll free) or 604-676-5660.**

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining and depositing the required Proxy, you should contact Computershare Investor Services Inc. by telephone at 1-800-564-6253 (toll free in North America), by fax at 1-866-249-7775 or by e-mail at [service@computershare.com](mailto:service@computershare.com).

DATED at Vancouver, British Columbia, this 14<sup>th</sup> day of August, 2020.

ON BEHALF OF THE BOARD OF DIRECTORS

*“Michael Bennett”*  
CHIEF EXECUTIVE OFFICER

**Whether or not you expect to attend the Meeting, please submit the accompanying Proxy or Voting Instruction Form well in advance of the voting deadline of 10:00 a.m. (*Vancouver Time*) on Tuesday, September 22, 2020 or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time to which the Meeting may be adjourned or postponed. In person voting will not be permitted at the Meeting due to the COVID-19 pandemic and issues related to the verification of shareholder identity via teleconference. The accompanying Information Circular provides further information respecting proxies and the matters to be considered at the Meeting and is deemed to form part of this notice of meeting.**

*These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the issuer (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.*