



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

TAKE NOTICE that the annual general and special meeting (the “**Meeting**”) of the shareholders of Lion Copper and Gold Corp. (the “**Company**”) will be held at Suite #1200 – 750 West Pender Street, Vancouver, British Columbia, Canada on **June 20, 2023** at 10:00 a.m. (PST) for the following purposes:

1. to receive and consider the annual financial statements of the Company for the fiscal year ended December 31, 2022, together with the report of the auditor thereon;
2. to fix the number of directors of the Company at five (5);
3. to elect directors of the Company for the ensuing year;
4. to re-appoint MNP LLP, Chartered Professional Accountants as the auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
5. to approve the Company’s fixed 20% stock option plan, as more particularly described in the accompanying proxy statement and management information circular;
6. to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution, excluding the votes of interested persons, as more particularly set forth in the accompanying Information Circular, authorizing the creation of a new control person upon the exercise or conversion of securities held by Tony Alford into common shares of the Company;
7. to consider and, if deemed fit, to approve an ordinary resolution, passed on a majority of the minority basis, approving the delisting of the Common Shares from the TSX Venture Exchange; and
8. to transact any other business which may properly come before the Meeting, or any adjournment or postponement thereof.

Accompanying this Notice is an Information Circular, a form of proxy (the “**Proxy**”) or voting instruction form, and a request card for use by Shareholders who wish to receive the Company’s interim and/or annual financial statements. The Information Circular provides additional information relating to the matters to be considered at the Meeting and forms part of this Notice.

The Board of Directors has fixed the close of business on April 21, 2023 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. A shareholder entitled to vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his/her stead. If you are unable to attend the Meeting, or any adjournment thereof, in person, please date, execute, and return the enclosed Proxy in accordance with the instructions set out in the notes to the Proxy and any accompanying information from your intermediary.

DATED at Vancouver, British Columbia, this 24th day of May, 2023.

### **ON BEHALF OF THE BOARD OF DIRECTORS**

By: “*Charles Travis Naugle*”  
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Chief Executive Officer

*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 Company 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 Company (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.*