



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the holders of common shares of Sassy Gold Corp. (the “**Company**”) will be held on **Wednesday, December 28, 2022** at 11:30 a.m. (Vancouver Time) for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended June 30, 2022, the auditor’s report thereon and the management’s discussion and analysis for the financial year ended June 30, 2022;
2. To fix the number of directors for the ensuing year at four (4);
3. To elect directors of the Company for the ensuing year;
4. To appoint Davidson & Company LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the board of directors to fix the auditor’s remuneration; and
5. To transact such other business as may properly come before the Meeting or at any adjournment thereof.

Accompanying this notice is the Circular. The Circular contains details of matters to be considered at the Meeting.

The Meeting will be held in **virtual only format**, which will be conducted via Zoom. Registered shareholders and validly appointed proxyholders may attend the Meeting at:

<https://us06web.zoom.us/j/88941091067?pwd=bGVKdGVKcXYwQkUza1FvVEw0MmdWQT09>

Meeting ID: 889 4109 1067

Passcode: 133860

In person voting will not be permitted at the Meeting due to the issues related to the verification of shareholder identity via Zoom. 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, Endeavor Trust Corporation, by no later than **11:30 a.m. (Vancouver time) on Thursday, December 22, 2022** 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 Circular.

If you are a beneficial holder and have received this notice 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.

These Meeting materials are being sent to both registered and beneficial/non-registered owners of common shares. If you are a beneficial or 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 common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding securities 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.

Whether or not you expect to attend the Meeting via web broadcast, please complete, date, sign and return the Proxy or voting instruction form at your earliest convenience. The 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.

DATED at Vancouver, British Columbia, this 23rd day of November, 2022.

SASSY GOLD CORP.

“Mark Scott”

Mark Scott, President and CEO