

## SUPERIOR GOLD INC.

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

**NOTICE IS HEREBY GIVEN THAT** the annual general and special meeting of shareholders (the "Meeting") of Superior Gold Inc. ("Superior Gold" or the "Company") will be held as a virtual meeting via live audio webcast at <https://virtual-meetings.tsxtrust.com/1146> on June 24, 2021 at 10:00 a.m. (Toronto time) for the following purposes:

1. receiving the annual report and the consolidated financial statements of the Company for the financial year ended December 31, 2020 and the auditors' report thereon;
2. to elect directors of the Company for the ensuing year;
3. to appoint KPMG LLP as auditors of the Company and to authorize the directors to fix the auditor's remuneration;
4. to consider and, if deemed appropriate, approve an ordinary resolution confirming and ratifying an amendment to By-Law No. A-1 of the Company to support a direct registration system (DRS) for the Company's securities;
5. to consider and, if deemed appropriate, approve an ordinary resolution of shareholders, approving the implementation of a new 10% "rolling" stock option plan of the Company;
6. to consider and, if deemed appropriate, approve an ordinary resolution of disinterested shareholders, approving the implementation of a new "fixed number" share unit plan of the Company;
7. to consider and, if deemed appropriate, approve an ordinary resolution of disinterested shareholders, re-approving (if applicable) the Company's existing Omnibus Equity Incentive Plan; and
8. to conduct such further and other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

In order to deal with the impact of the COVID-19 pandemic on public health and mitigate risks to the health and safety of our employees, communities and shareholders, the Meeting will be a completely virtual meeting of shareholders via live audio webcast, where all Shareholders regardless of geographic location and share ownership will have an equal opportunity to participate at the Meeting. **Shareholders will not be able to attend the Meeting in person.** Instead, registered shareholders and duly appointed proxyholders will be able to virtually attend, participate and vote at the Meeting online by accessing the following link: <https://virtual-meetings.tsxtrust.com/1146>.

Only registered shareholders of record and duly appointed proxyholders at the close of business on May 5, 2021 will be entitled to vote at the Meeting and any adjournment or postponement thereof. Just as they would be at an in-person meeting, registered shareholders and duly appointed proxyholders will be able to attend the Meeting, submit questions online and vote virtually, all in real time, provided they are connected to the internet and comply with all of the requirements set out in the management information circular (the "Circular") accompanying this notice. Registered Shareholders who are unable to attend the Meeting are requested to complete, sign and date the accompanying form of proxy or voting instruction form in accordance with the instructions provided therein and in the Circular and return it in accordance with the instructions and timelines set forth in the Circular.

This notice is accompanied by the Circular and either a form of proxy or a voting instruction form. Copies of Superior Gold's annual and/or interim financial statements and Management's Discussion and Analysis are also available under Superior Gold's profile on SEDAR at [www.sedar.com](http://www.sedar.com) or by request made to Superior Gold.

As described in the notice and access notification mailed to shareholders, the Company is using the notice

and access method for delivering this notice and the Circular to shareholders. This notice and the Circular will be available on <https://docs.tsxtrust.com/2031> and under Superior Gold's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

We value your opinion and participation in the Meeting as a shareholder of Superior Gold. Please review the accompanying Circular before voting as it contains important information about the Meeting. It is important that you exercise your vote, by completing and returning the enclosed form of proxy or voting instruction form. You can also vote at the Meeting as detailed in the accompanying Circular. Any questions regarding voting your common shares should be directed to TSX Trust Company, the transfer agent of the Company, who can be reached by toll-free telephone at 1-866-600-5869 or by email at [TMXInvestorServices@tmx.com](mailto:TMXInvestorServices@tmx.com). Any proxies to be used or acted on at the Meeting must be received by the transfer agent no later than 10:00 a.m. (Toronto time) on June 22, 2021, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of any adjourned or postponed Meeting.

**DATED** at Toronto, Ontario this 10<sup>th</sup> day of May 2021.

**By Order of the Board of Directors**

*(signed) Tamara Brown*

Tamara Brown  
Interim Chief Executive Officer & Director