



ST. JAMES GOLD CORP.

Suite 810, 789 West Pender Street
Vancouver, BC, V6C 1H2

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON TUESDAY FEBRUARY 16, 2021

NOTICE IS HEREBY GIVEN that the **Annual General and Special Meeting** (the “**Meeting**”) of St. James Gold Corp. (the “**Company**”) will be held via telephone conference using the access information provided below on **Tuesday, February 16, 2021 at 1:00 p.m.** (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended September 30, 2019 and September 30, 2020, together with the auditor’s report thereon;
2. to fix number of directors at four (4);
3. to elect directors for the ensuing year;
4. to appoint Crowe MacKay LLP, as the Company’s auditor for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditor;
5. to consider and, if thought fit, ratify, confirm, and approve the Company’s 2021 Stock Option Plan, which is more particularly described in the attached Information Circular; and
6. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The accompanying management information circular (the “**Information Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice are (i) Forms of Proxy or Voting Instruction Form, and (ii) Financial Statement Request Form. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy. The Board of Directors (the “**Board**”) requests that all shareholders who will not be attending the Meeting in person read, date and sign the accompanying proxy and deliver it to Endeavor Trust Corporation (“**Endeavor**”), located at 702 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4, no later than 1:00 p.m. on February 11, 2021 or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement of the Meeting. Only shareholders of record at the close of business on January 11, 2021 will be entitled to vote at the Meeting. An information circular and a form of proxy accompany this notice. As always, the Company encourages shareholders to vote prior to the Meeting. Shareholders are encouraged to vote on the matters before the Meeting by proxy.

If you are a non-registered Shareholder and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary

DATED at Vancouver, British Columbia, this 15th day of **January, 2021.**

BY ORDER OF THE BOARD OF DIRECTORS:

“George Drazenovic”
GEORGE DRAZENOVIC
President & Chief Executive Officer