



28 April 2023

Dear Shareholder

Sierra Nevada Gold Inc. - Annual General Meeting of Shareholders

Notice is hereby given that the Annual General Meeting of Shareholders of Sierra Nevada Gold Inc. (ASX:SNX) ("**Sierra Nevada Gold**" or "**Company**") will be held at 10.00am on 31 May 2023, Melbourne Time (AEST) / 5.00pm on 30 May 2023, Reno Time (US PDT) (**AGM**) via a hybrid method:

- at 5470 Louie Lane, Suite 101, Reno, Nevada USA; and
- virtually via webinar conferencing facility.

In accordance with Section 2.4 of the Amended and Restated Bylaws of the Company, the Company is sending this notification letter instead of dispatching physical copies of the Notice of Meeting. The Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically. This means that:

- You can access the Meeting Materials online at the Company's website: <https://sngold.com.au/investors/asx-announcements/>;
- A complete copy of the Meeting Materials has been posted to the Company's ASX Market announcements page at www.asx.com.au under the Company's ASX code 'SNX';
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the voting instruction form.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at <https://www.computershare.com/au>. If you have not yet registered, you will need your shareholder information including SRN/HIN details.

If you are unable to access the Meeting Materials online please contact our share registry www.investorcentre.com/contact to obtain a copy.

As noted above, the AGM will be held via a hybrid method. Details of how to register to attend the AGM virtually are contained in the Meeting Materials. The Company strongly recommends to Shareholders to lodge a directed proxy as soon as possible in advance of the meeting.

Yours sincerely

Tony Panther
Company Secretary



SIERRA NEVADA GOLD

SIERRA NEVADA GOLD INC.

ARBN 653 575 618

Notice of Annual General Meeting

Explanatory Statement and Voting Form

Date of Meeting

Wednesday, 31 May 2023 (AEST)
(Tuesday, 30 May 2023 (US PDT))

Time of Meeting

10.00am (AEST)
(5.00pm (US PDT))

Place of Meeting

5470 Louie Lane, Suite 101,

Reno, Nevada 89511 USA

and

via Internet webinar conferencing facility

Should you wish to discuss the matters in this Notice of Annual General Meeting, please do not hesitate to contact Tony Panther, Company Secretary at Tony.Panther@vistra.com or +61 03 9692 7222.

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.

If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor, or other professional advisor without delay.

SIERRA NEVADA GOLD INC

ARBN 653 575 618

5470 Louie Lane, Suite 101, Reno, Nevada 89511 USA

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**AGM** or **the Meeting**) of shareholders of Sierra Nevada Gold Inc (**Company** or **SNX**) will be held:

- 5470 Louie Lane, Suite 101, Reno, Nevada 89511 USA; and
- virtually via webinar conferencing facility;

on Wednesday, 31 May 2023 at 10:00am (AEST) (Australia) and for USA based shareholders, Tuesday, 30 May 2023 at 5.00pm (PDT).

Questions may be submitted prior to the meeting by email to Tony.Panther@vistra.com. The Company will, at its discretion, address questions received before or after the Meeting. The Company will not respond to inappropriate or offensive questions. Persons who are registered as holding the CDIs and/or Shares at 5.00pm (AEST) on Friday, 19 May 2023 (12.00am (US PDT on Friday, 19 May 2023)) (**Record Date**). Record Date are entitled to receive notice of the Annual General Meeting and to attend the Annual General Meeting or any adjournment or postponement of the Annual General Meeting.

Attending in Person

Shareholders wishing to attend the AGM in person may do so, subject to any COVID-19 regulations in effect at the time of the AGM. The health and safety of members and personnel, and other stakeholders, is the Company's highest priority and the Company is acutely aware of the current circumstances resulting from the global COVID-19 pandemic. While the COVID-19 situation remains volatile and uncertain, the Company encourages shareholders to cast their votes by submission of a direct vote or by appointment of a proxy and will conduct a poll on all of the resolutions using the proxies filed prior to the Meeting.

Shareholders wishing to appoint a proxy, should follow the instructions, including the "Appointment of Proxy" instructions, in the Voting Form.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice (48 hours before the start of the Meeting). To lodge your proxy appointment, please follow the directions on your personalised Voting Form which is enclosed with this Notice.

Any shareholders who wish to attend the AGM in person should monitor the Company's website and ASX announcements for any updates about being able to attend the AGM. If, due to COVID-19 related matters or otherwise, it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Meeting, the Company will make further information available through the ASX website at asx.com.au (ASX: SNX) and on its website at <https://sngold.com.au/>.

Virtual Attendance

Shareholders will also be able to attend the AGM via a webcast conference facility and will be able to submit written questions online during the webcast.

Shareholders wishing to access the webcast must register at the following address:

https://us06web.zoom.us/webinar/register/WN_fsODkAO2TCugX7FLmt71Rg

using their full name, company (if applicable), city and shareholding registration number. Please note that registered participants will receive their dial in number upon registration.

AGENDA

The Explanatory Statement and Voting Form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement, and the Voting Form in their entirety.

ORDINARY BUSINESS

Receipt and Consideration of Financial Statements & Reports

To receive and consider the Financial Report of the Company, together with the Directors' Report and Auditor's Report as set out in the Company's Annual Report for the year ended 31 December 2022.

Note: There is no requirement for shareholders to approve these reports. Accordingly, no resolution will be put to shareholders on this item of business.

Resolution 1 Re-election of Alan Wilson as a director of the Company

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That, Alan Wilson, who retires by rotation in accordance with Listing Rule 14.4 and 14.5 and Section 3.4 of the By-laws of the Company, and being eligible, offer himself for re-election, be re-elected as a director of the Company."

A voting exclusion does not apply to this Resolution.

SPECIAL BUSINESS

Resolution 2 Approval of 10% Placement Capacity

To consider and, if thought fit, to pass the following as a **special resolution**:

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, shareholders approve the issue (at its discretion) Equity Securities up to 10% of the fully paid ordinary issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement."

A voting exclusion does not apply to this Resolution.

By the order of the Board



Tony Panther
Company Secretary
21 April 2023

Notes

1. Entire Notice

The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.

2. Record Date

The Company has determined that for the purposes of the Annual General Meeting, CHESS Depositary Holdings (CDIs) and/or Shares will be taken to be held by the persons who are registered as holding the CDIs and/or Shares at 5.00pm (AEST) on Friday, 19 May 2023 (12.00am (US PDT on Friday, 19 May 2023)). Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

3. Voting

Each Share and CHESS Depositary Holding (CDI) is entitled to one vote per Share or CDI. Each CDI represents one Share of common stock.

4. Proxies/CDI Voting Instructions

- (a) If a Shareholder is unable to attend and vote at the AGM, they are entitled to appoint a proxy to attend the AGM and vote on their behalf.
- (b) Holders of CDIs may instruct the CDI depositary, CHESS Depositary Nominees Pty Ltd ("CDN"), to vote the Shares underlying their CDIs by completing the CDI Voting Instruction Form. CDN will vote the applicable Shares on behalf of each applicable CDI Holder at the Annual General Meeting in accordance with the instructions received via the CDI Voting Instruction Form. CDI Holders may also attend and vote at the Annual General Meeting, or instruct CDN to appoint a nominated proxy to vote on their behalf.
- (c) Each Shareholder/CDI Holder has a right to appoint one or two proxies.
- (d) A proxy need not be a Shareholder/CDI Holder of the Company.
- (e) If a Shareholder/CDI Holder is a company, it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
- (f) Where a Shareholder/CDI Holder is entitled to cast two or more votes, the Shareholder/CDI Holder may appoint two proxies and may specify the proportion of votes each proxy is appointed to exercise.
- (g) If a Shareholder/CDI Holder appoints two proxies, and the appointment does not specify the proportion or number of the Shareholder/CDI Holder's votes, each proxy may exercise half of the votes.
- (h) A proxy must be signed by the Shareholder/CDI Holder or his or her attorney who has not received any notice of revocation of the authority.
- (i) To be effective, Voting Forms containing proxy appointments and directions must be received by the Company's share registry Computershare no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 29 May 2023 at 10:00am (AEST) (28 May 2023 at 5.00pm (PDT)). Any proxy appointments received after that time will not be valid for the scheduled meeting.

5. Corporate Representative

Any corporate Shareholder/CDI Holder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. Any votes will still be required to be lodged by proxy. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

6. Chair's Voting Intentions

Subject to the restrictions set out in Note 7 below, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

The Chair will call a poll on all proposed resolutions.

7. Voting Exclusion Statements

See Explanatory Statement.

8. Enquiries

Shareholders/CDI Holders are invited to contact the Company Secretary, Tony Panther on +613 9692 7222 or Tony.Panther@vistra.com if they have any queries in respect of the matters set out in these documents.

Special Notes for CDI Holders

CDI Holders wish to attend and vote at the Company's AGM, will be able to do so. Under the ASX Listing Rules and the ASX Settlement Operating Rules, the Company as an issuer of CDIs must allow CDI holders to attend any meeting of the holders of Shares unless relevant U.S. law at the time of the meeting prevents CDI holders from attending those meetings.

In order to vote at such meetings, CDI holders have the following options:

- (a) instructing CDN, as the legal owner, to vote the Shares underlying their CDIs using the CDI Voting Instruction Form and this must be completed and returned to the Company's share registry by no later than 29 May 2023 at 10:00am (AEST) (and for USA based investors, 28 May 2023 at 5.00pm (PDT)); or
- (b) informing the Company that they wish to nominate themselves or another person to be appointed as CDN's proxy with respect to their Shares underlying the CDIs for the purposes of attending and voting at the AGM; or
- (c) converting CDIs into a holding of Shares and voting these at the AGM (however, if thereafter the former CDI holder wishes to sell their investment on ASX it would be necessary to convert the Shares back to CDIs). In order to vote in person, the conversion must be completed prior to the Record Date for the AGM. Please contact the Company Secretary, Tony Panther on +613 9692 7222 or Tony.Panther@vistra.com if you wish to convert your CDI holdings to a direct holdings of shares.

As CDI Holders will not appear on the Company's share register as the legal holders of the Shares, they will not be entitled to vote at Shareholder meetings unless one of the above steps is undertaken.

As each CDI represents one Share, a CDI holder will be entitled to one vote for every CDI they hold.

These voting rights exist only under the ASX Settlement Operating Rules, rather than under the U.S. Exchange Act or the Nevada Revised Statutes. Since CDN is the legal holder of applicable shares, the CDI Holders do not have any directly enforceable rights under the Company's Bylaws or Articles of Incorporation.

EXPLANATORY STATEMENT

Purpose of Information

This Explanatory Statement (**Statement**) is included in and forms part of the Notice of Meeting. The purpose of this Statement is to provide Shareholders/CDI Holders with information they may require in order to make an informed decision on the applicable Resolution.

If you are in doubt as to how to vote, you should seek advice from your accountant, solicitor, tax advisor or other professional adviser prior to voting. It is important that you read this Statement in its entirety for a detailed explanation of the applicable Resolution.

Defined terms used in this Notice have the meanings given to them in the Glossary at the end of this Notice.

Receipt and Consideration of Accounts & Reports

A copy of the Company's Annual Report for the financial year ended 31 December 2022 (which incorporates the Company's financial report, reports of the Directors and the auditors) may be obtained via the Company's announcement platform on ASX. You may obtain a copy free of charge in hard copy form by contacting the Company Secretary, Tony Panther on +613 9692 7222 or Tony.Panther@vistra.com, and you may request that this occurs on a standing basis for future years.

Shareholders/CDI Holders will have the opportunity to ask questions about, or make comments on, the 2022 Annual Report. The auditor will be invited to attend, to answer questions about the audit of the Company's 2022 Annual Financial Statements.

Resolution 1 Re-election of Alan Wilson as a director of the Company

1.1 Background

In accordance with ASX Listing Rule 14.5 a listed entity which has directors must hold an election of directors at each annual general meeting. This rule applies even where no director is required to stand for re-election at an annual general meeting under ASX Listing Rule 14.4. Therefore, the Company must have at least one director stand for election or re-election at the annual general meeting.

Section 3.4 of the Company's Bylaws sets out that at each annual meeting of shareholders one-third of the directors (except for the managing director, if applicable) or, if their number is not three or a multiple of three, then the number nearest but not exceeding one-third, shall retire from office by rotation. The directors to retire by rotation at the meeting are those directors who have been longest in office since their last election.

Mr Alan Wilson volunteered to retire by rotation in accordance with the Company's Bylaws, being eligible, offers himself for re-election at this AGM.

Mr Wilson was appointed as a Non-Executive Director of the Company on 8 December 2021.

Alan Wilson is an economic geologist with over 28 years of experience in the exploration for base and precious metal deposits globally. He has held senior exploration and business development roles with major companies including Antofagasta and Anglo American.

1.2 Directors' Recommendation

The Board, (with Alan Wilson abstaining), recommends that Shareholders vote in favour of the election of Alan Wilson as a Director of the Company. The Chairman of the meeting intends to vote undirected proxies in favour of Alan Wilson's re-election.

1.3 Voting Exclusions

There is no voting exclusion on this Resolution.

Resolution 2 Approval of 10% Placement Capacity

2.1 Background

The Company is seeking Shareholder approval by way of a special resolution to have the ability, if required, to issue equity securities under the 10% Placement Facility. The effect of this resolution is to allow the Directors to issue equity securities under Listing Rule 7.1A during the 10% Placement Period (as defined below) without, or in addition to, using the Company's 15% Capacity under Listing Rule 7.1.

2.2 ASX Listing Rules

2.2.1 Listing Rules 7.1 & 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period (**15% Capacity**).

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% (**10% Placement Facility**) to 25%.

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is, at the date of this Notice, an eligible entity. Note however that if, on the date of this Meeting, the market capitalisation of the Company exceeds \$300 million or the Company has been included in the S&P/ASX 300 Index, then this Resolution will no longer be effective and will be withdrawn.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without further Shareholder approval.

2.2.2 Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A starts on the date of this Annual General Meeting and expires on the first to occur of the following:

- (a) the date that is 12 months after the date of this Annual General Meeting;
- (b) the time and date of the Company's next Annual General Meeting; and
- (c) the time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(10% Placement Period).

The Company will only issue and allot the equity securities approved under the 10% Placement Facility during the 10% Placement Period.

2.2.3 Effect of Passing this Resolution

If Shareholders pass this resolution, the number of equity securities permitted to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below); and the Company will be able to issue equity securities up to a combined 25% of the Shares on issue without further Shareholder approval.

If this resolution is not passed, the Company will not be able to access the additional 10% Placement Facility to issue equity securities provided under LR 7.1A without Shareholder approval and will remain limited by 15% Capacity to issue equity securities.

2.2.4 Formula for Calculating the 10% Placement Facility – Listing Rule 7.1A.2

The maximum number of equity securities that may be issued by the Company under the 10% Placement Facility pursuant to Listing Rule 7.1A.2 is calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of Shares on issue at the commencement of the “relevant period” (which, for the Company, is the 12 month period immediately preceding the date of the issue or agreement):

- plus the number of fully paid shares issued in the relevant period under an exception in Listing Rule 7.2, other than exception 9, 16 or 17;
- plus the number of fully paid shares issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
- plus the number of fully paid shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - i) the agreement was entered into before the commencement of the relevant period; or
 - ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
- plus the number of fully paid shares issued in the relevant period with approval of holders of shares under Listing Rules 7.1 or 7.4;
- plus the number of partly paid shares that became fully paid in the relevant period;
- less the number of fully paid shares cancelled in the relevant period.

D is 10%

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

The ability of an entity to issue equity securities under Listing Rule 7.1A is in addition to the entity's 15% Capacity under Listing Rule 7.1. The actual number of equity securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula stated above.

2.2.5 Type and Number of Equity Securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at 14 April 2023, has on issue one class of quoted equity securities, being CDIs as follows:

ASX Security Code and Description	Total Number
SNX: CDI 1:1 US PERSON PROHIBITED EXCLUDING QIB	41,627,865

2.2.6 Minimum Issue Price and Cash Consideration – Listing Rule 7.1A.3

The equity securities will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the securities; or
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the equity securities are issued.

2.2.7 Purpose of the Funds Raised

The purposes for which the funds raised by an issue under the 10% Placement Facility may be used by the Company include:

- (a) consideration for the acquisition(s) of the new assets and investments, including the expenses associated with such acquisition(s); and
- (b) continued expenditure on the Company's current business and/or general working capital.

2.2.8 Risk of Economic and Voting Dilution

If this resolution is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the dilution table below.

Shareholders may be exposed to economic risk and voting dilution, including the following:

- (a) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of this Annual General Meeting; and
- (b) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

The dilution table shows the hypothetical dilution of existing Shareholders on the basis of the market price of CDIs as at 14 April 2023 (**Current Share Price**) and the current number of CDIs for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice of Meeting.

The dilution table also shows:

- (a) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of CDIs the Company has on issue. The number of CDIs on issue may increase as a result of issues of CDIs that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

- (b) two examples of where the issue price of CDIs has decreased by 50% and increased by 100% as against the current market price.

This dilution table has been prepared on the following assumptions:

- (a) The Company issues the maximum number of equity securities available under the 10% Placement Facility;
- (b) No convertible security is exercised and converted into CDI/Share before the date of the issue of the Equity Securities;
- (c) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
- (e) The table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (f) The issue of equity securities under the 10% Placement Facility consists only of CDIs.
- (g) The Current Trading Price is \$0.275 being the closing price of the CDIs on ASX on 14 April 2022.

Table 1 Dilution Table

Variable 'A' in Listing Rule 7.1A.2	Dilution Scenario	Issue Price		
		50% decrease in Current Share Price \$0.1375	Current Share Price \$0.2750	100% increase in Current Share Price \$0.5500
Current Variable A 56,062,000 CDIs	10% Voting Dilution	5,606,200 CDIs		
	Funds raised	\$770,853	\$1,541,705	\$3,083,410
50% increase in current Variable A 84,093,000 CDIs	10% Voting Dilution	8,409,300 CDIs		
	Funds raised	\$1,156,279	\$2,312,558	\$4,625,115
100% increase in current Variable A 112,124,000 CDIs	10% Voting Dilution	11,212,400 CDIs		
	Funds raised	\$1,541,705	\$3,083,410	\$6,166,820

2.2.9 Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to relevant factors including, but not limited to, the following:

- (a) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (b) the effect of the issue of the equity securities on the control of the Company;
- (c) the financial situation and solvency of the Company; and

(d) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders, subject to compliance with Listing Rule 10.11, and/or new Shareholders who are not related parties or associates of a related party of the Company.

2.2.10 Previous Issue

The Company has not issued or agreed to issue any Equity Securities under Listing Rule 7.1A.2 in the 12-month period preceding the date of this Meeting. The Company had not agreed, before the 12-month period referred to in the preceding paragraph, to issue any Equity Securities under rule 7.1A.2 where such securities remain unissued as at the date of the Meeting.

2.3 Special Resolution

The ability to issue equity securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution. This means it requires approval of 75% of the votes cast by Shareholders present or represented, and eligible to vote.

2.4 Directors Recommendation

The Directors of the Company believe that this resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of this resolution.

2.5 Voting Exclusions

As at the date of dispatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement is not required by Listing Rule 7.3A.7.

However, if, between the date of dispatch of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A.2, the Company will disregard votes cast in favour of this Resolution by or on behalf of:

- (a) any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

GLOSSARY

\$	means Australian Dollars.
10% Placement Facility	has the meaning as defined in the Explanatory Statement for 2.
10% Placement Period	has the meaning as defined in the Explanatory Statement for Resolution 2.
AEST	Australian Eastern Standard Time.
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 31 December 2022.
ASX	means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires.
ASX Listing Rule or Listing Rule or LR	means ASX Listing Rules published and maintained by ASX Limited.
ASX Settlement Operating Rules	means ASX Settlement Operating Rules published and maintained by ASX Limited.
Articles of Incorporation	means Articles of Incorporation of the Company.
Auditor's Report	means the auditor's report on the Financial Report.
Board	means of the board of Directors of the Company.
CDI	means CHESS Depositary Interests, 1 CDI is equal to 1 fully paid share of common stock in the Company.
CDI Holder	means the CDI holder of the Company's CDIs.
CDI Voting Instruction Form	means the CDI Voting Instruction Form as attached to the Notice.
CDN	means CHESS Depositary Nominees Pty Ltd.
Chairman or Chair	means the person appointed to chair the AGM.
Company	means Sierra Nevada Gold Inc. ARBN 653 575 618.
Bylaws	means the Bylaws of the Company as at the date of the Meeting.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Directors Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities
Meeting	has the meaning given in the introductory paragraph of the Notice of Meeting.
Notice of Meeting or Notice	means this Notice of Annual General Meeting for the Company, including the attached notes and the Explanatory Statements.
Record Date	5.00pm (AEST) on Friday, 19 May 2023 (12.00am (US PDT on Friday, 19 May 2023)).
PDT	means US Pacific Time Zone.
Share	means a fully paid ordinary share of common stock of the Company.
Shareholder	means the shareholder of the Company.



SIERRA NEVADA GOLD

Sierra Nevada Gold Inc.

ARBN 653 575 618

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact

SNX

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SAMPLEVILLE VIC 3030



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **10:00am (AEST) on Monday, 29 May 2023 (5:00pm US PDT Sunday, 28 May 2023)**.

CDI Voting Instruction Form

Direction to CHES Depositary Nominees Pty Ltd

Each CHES Depositary Interest (CDI) represents an indirect ownership in the Company's shares (**Shares**). Each CDI is equivalent to one Share, so that every one (1) CDI you own as at 5:00pm (AEST) on Friday, 19 May 2023 (12:00am (US PDT on Friday, 19 May 2023)) entitles you to one (1) vote. The underlying Shares are registered in the name of CHES Depositary Nominees Pty Ltd (CDN). As holders of CDIs you are not the legal owners of the Shares, CDN is entitled to vote at meetings of stockholders on the instruction of registered holders of CDIs.

How to Vote on Items of Business

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CDN, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CDN enough time to tabulate all CDI votes and to vote on the underlying Shares.

Appointment of Proxy

If you wish to attend the Meeting (defined overleaf) or appoint some other person or company other than CDN, who need not be a stockholder, to attend and act on your behalf at the Meeting or the adjournment or postponement thereof, please insert your name or the name of your chosen appointee in the box in Step 2.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable. With respect to a U.S. company or other entity, this form should be signed by one officer. Please give full name and title under the signature.

Comments & Questions: If you have any comments or questions for the Company, please write them on a separate sheet of paper and return with this form.

Lodge your Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

CDI Voting Instruction Form

Please mark ☒ to indicate your directions

STEP 1 CHESS Depositary Nominees will vote as directed

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Voting Instructions to CHESS Depositary Nominees Pty Ltd

I/We being a holder of CHESS Depositary Interests (**CDIs**) of Sierra Nevada Gold Inc. (**Company**) hereby direct CHESS Depositary Nominees Pty Ltd (**CDN**) to vote the shares underlying my/our CDI holding at the Annual General Meeting of Stockholders of the Company to be held on Wednesday, 31 May 2023 at 10:00 am (AEST), (Tuesday, 30 May 2023 at 5:00 pm (US PDT)) (**Meeting**) and at any adjournment or postponement of that Meeting, in accordance with the following directions. By execution of this CDI Voting Instruction Form the undersigned hereby authorises CDN to appoint such proxies or their substitutes in their discretion to vote in accordance with the directions set out below.

STEP 2

If you wish to attend the Meeting or appoint some person or company other than CDN, who need not be a stockholder, to attend and vote the shares underlying your holding at the Meeting or any adjournment or postponement thereof, please insert your name, or the name of your appointee, in this box. You agree that, if you or your appointee do not attend the meeting, you appoint CDN as your proxy.

STEP 3 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing CHESS Depositary Nominees Pty Ltd or their appointed proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Voting Instructions - Voting instructions will only be valid and accepted if they are signed and received no later than 48 hours before the Meeting. Please read the instructions overleaf before marking any boxes with an X.

For Against Abstain

Resolution 1 Re-election of Alan Wilson as a director of the Company

☐	☐	☐
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Resolution 2 Approval of 10% Placement Capacity

☐	☐	☐
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SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

SNX

999999A



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