# NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general meeting of shareholders (the "**Meeting**") of Lion Copper and Gold Corp. (the "**Company**") will be held at Suite #1200 – 750 West Pender Street, Vancouver, British Columbia, Canada on **August 12, 2026** at 10:00 a.m. (*Pacific Time*) for the following purposes:

1. to receive and consider the consolidated financial statements of the Company for the fiscal year ended December 31, 2025, together with the report of the auditor thereon;

2. to fix the number of directors of the Company at five;

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 an ordinary resolution ratifying, confirming and approving the adoption of the Company's 2026 Stock and Incentive Plan, as more particularly described in the accompanying Proxy Statement and Information Circular;

6. to approve the consolidation of the issued and outstanding Common Shares of the Company at a consolidation ratio within the range of one (1) post-consolidation Common Share for every twenty (20) to thirty (30) pre-consolidation Common Shares, with the final consolidation ratio and effective date to be determined by the Board of Directors in its sole discretion, as more particularly described in the accompanying Proxy Statement and Information Circular;

7. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution to approve an amendment to the articles of the Company to increase the quorum requirement for meetings of shareholders from one person who is a shareholder, or who is otherwise permitted to vote shares of the Company at a meeting of shareholders to two or more persons who are, or who represent by proxy, shareholders who in the aggregate hold at least thirty three and one-third percent (33 1/3%) of the issued shares entitled to be voted at the meeting, as more particularly described in the accompanying Proxy Statement and Information Circular; and

8. to transact any other business which may properly come before the Meeting, or any adjournment or postponement thereof.

Accompanying this Notice is a Proxy Statement and Information Circular, the Company's Annual Report on Form 10-K for the year ended December 31, 2025 filed with the SEC, as further amended by the Company's Annual Report on Form 10-K/A (collectively, the "**Annual Report**"), 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 Annual Report serves as the Company's "annual report to security holders" under SEC Rule 14a-3(b). The Proxy Statement and 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 June 22, 2026 as the record date for determining the shareholders who are entitled to receive notice of, and to vote at, the Meeting or any adjournment or postponement 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 or postponement 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 this 22nd day of June, 2026.

**ON BEHALF OF THE BOARD OF DIRECTORS**

By: *"Charles Travis Naugle"*
Co-Chairman of the Board

*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.*