



## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Annual General and Special Meeting of holders of common shares of **Getchell Gold Corp.** (the "**Company**") will be held on **Friday, September 27, 2019** at **133 Richmond Street, Suite 310, Toronto, Ontario, Canada at 1:00 p.m. (Toronto Time)**, for the following purposes:

1. To receive the audited financial statements of the Company for the fifteen months ended March 31, 2019 and the twelve months ended April 30, 2018, together with the auditor's report thereon;
2. To set the number of directors of the Company at three (3);
3. To elect the directors of the Company for the ensuing year;
4. To appoint Smythe LLP, Chartered Professional Accountants, as the auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
5. To consider and, if thought fit, to approve, with or without amendment, an ordinary resolution to confirm and approve the Company's By-Law No. 1, as amended and restated as of February 21, 2019, as more particularly described in the accompanying Information Circular; and
6. To transact such other business as may be properly brought before the Meeting or any adjournment(s) thereof.

Accompanying this Notice of Meeting is an Information Circular and Instrument of Proxy. 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. A Registered Shareholder who is unable to attend the Meeting in person is entitled to appoint a proxyholder to attend and vote in his/her stead. If you cannot be personally present, please refer to the notes accompanying the Instrument of Proxy enclosed and then complete and deposit the Instrument of Proxy with Capital Transfer Agency Inc., 390 Bay Street, Suite 920, Toronto, ON, M5H 2Y2, within the time set out in the notes, as set out below.

The Instrument of Proxy must be signed by the registered shareholder or by his or her attorney authorized in writing, or, if the registered shareholder is a corporation, by an officer or director thereof as an authorized signatory. The completed Instrument of Proxy must be deposited at the office of Capital Transfer Agency Inc. at least 48 hours before the time of the Meeting (excluding Saturdays, Sundays and holidays), or any adjournment thereof.

The enclosed Instrument of Proxy is solicited by management but you may amend it, if you so desire, by striking out the names of the management proxyholders shown and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED this 26<sup>th</sup> day of August, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"William S. Wagener"*

**William S. Wagener, Chairman**

*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.*