



# GREAT THUNDER

## GOLD CORP.

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

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting of the Shareholders of Great Thunder Gold Corp. (hereinafter called the “Company”) will be held at The Hotel Grand Pacific, 463 Belleville Street, Victoria, British Columbia on **Thursday, November 12, 2020** at 1:30 p.m. Pacific time, for the following purposes:

1. to determine the number of directors and to elect the directors;
2. to appoint the auditor and to authorize the directors to fix their remuneration;
3. to consider and, if thought acceptable, to pass, with or without variation, an ordinary resolution to approve the Company’s new Stock Option Plan, as more particularly described in the accompanying Information Circular;
4. to consider and, if thought acceptable, to pass a special resolution that:
  - a) the existing Articles of the Company be terminated;
  - b) the form of Articles presented to the Meeting and attached to the accompanying Information Circular, be adopted as the Articles of the Company in substitution for, and to the exclusion of, the existing articles of the Company;
  - c) the board of directors of the Company be authorized, at any time in its absolute discretion, to determine whether or not to proceed with the foregoing resolutions, without further approval, ratification or confirmation by the shareholders of the Company; and
  - d) any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver for and on behalf of the Company, under the corporate seal of the Company or otherwise, all such certificates, instruments, agreements, notices and other documents as in such person’s opinion may be necessary or desirable for the purpose of giving effect to the foregoing resolutions; and
5. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice is an Information Circular and a form of Proxy or Voting Instruction Form. The accompanying Information Circular provides information relating to matters to be addressed at the Meeting and is incorporated by reference into this Notice.

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those who are unable to attend the Meeting are requested to complete the enclosed form of Proxy or Voting Instruction Form in accordance

with the instructions set out therein and in the Information Circular accompanying this Notice. Please advise the Company of any change in your mailing address.

**TO RESPONSIBLY ADDRESS THE PUBLIC HEALTH IMPACT OF THE COVID-19 PANDEMIC AND PROVINCIAL AND FEDERAL GUIDANCE REGARDING PUBLIC GATHERINGS, SHAREHOLDERS AND PROXYHOLDERS ARE STRONGLY ENCOURAGED TO *NOT* ATTEND THE MEETING IN PERSON. THE COMPANY WISHES TO ENSURE ITS SHAREHOLDERS ARE NOT UNNECESSARILY EXPOSED TO INFECTION RISKS. ACCORDINGLY, SHAREHOLDERS WHO CHOOSE TO ATTEND THE MEETING IN PERSON ARE REQUIRED TO WEAR FACE MASKS AND MAINTAIN STRICT PHYSICAL DISTANCING.**

**THE COMPANY URGES ALL SHAREHOLDERS TO VOTE BY PROXY IN ADVANCE OF THE MEETING IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT IN THE INFORMATION CIRCULAR ACCOMPANYING THIS NOTICE.**

DATED at Vancouver, British Columbia, this 8<sup>th</sup> day of October, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

Signed "*Blair Naughty*"  
Blair Naughty, President and CEO