

# GREAT EAGLE GOLD CORP.

## NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual general & special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Shares**") of Great Eagle Gold Corp. (the "**Company**" or "**Great Eagle**") will be held at Suite 501, 3292 Production Way, Burnaby, B.C., V5A 4R4, on Thursday, March 13, 2025, at 10:00 a.m. (Pacific time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended June 30, 2023 and June 30, 2024 together with the auditors' report thereon;
2. to fix the number of directors to be elected at the Meeting at seven (7);
3. to elect the directors of the Company to hold office until the next annual meeting of Shareholders;
4. to re-appoint Davidson & Company LLP as the auditor for the Company to hold office until the next annual meeting of Shareholders and to authorize the directors to fix their remuneration;
5. to consider, and if thought fit, to pass an ordinary resolution (not including votes attaching to securities beneficially owned by related persons (as such term is defined in National Instrument 45-106 – *Prospectus Exemptions*) to whom securities may be issued as compensation or under the Company's Omnibus Equity Incentive Plan), to ratify, confirm and approve the adoption of the Company's Omnibus Equity Incentive Plan, as described in the accompanying information circular and granting of equity awards thereunder in an amount up to 20% of the Company's total number of issued and outstanding common shares from time to time; and
6. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

This notice of Meeting is accompanied by the information circular and a form of proxy (the "**Form of Proxy**"). The information circular is expressly made part of this notice of Meeting. **The information circular should be consulted for further details on matters to be acted upon.**

**DATED** at Vancouver, British Columbia this 7<sup>th</sup> day of February, 2025.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
GREAT EAGLE GOLD CORP.**

*(signed) Andrew Fletcher*

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Andrew Fletcher  
President, CEO and Director

### **IMPORTANT**

Only holders of Shares of record at the close of business on February 6, 2025 are entitled to notice of the Meeting or any adjournment or postponement thereof and only those holders of the Shares of record at the close of business on February 6, 2025, or who subsequently become Shareholders and comply with the provisions of the *Business Corporations Act* (British Columbia), are entitled to vote thereat.

**If you are a registered Shareholder**, please complete and submit the enclosed Form of Proxy or other appropriate form of proxy. Completed forms of proxy must be received by Endeavor Trust Corporation at their offices located at 702-777 Hornby Street, Vancouver, BC, V6Z 1S4, by mail or fax (604-559-8908), or email [proxy@endeavortrust.com](mailto:proxy@endeavortrust.com), in accordance with the instructions set out in the Proxy and in the Circular, at least 48 hours before the time of the Meeting (excluding Saturdays, Sundays and holidays), or any adjournment thereof.

**If you are not a registered Shareholder**, please complete the voting instruction form from your intermediary/broker and follow the instructions set out under "*Advice to Beneficial Shareholders on Voting Their Shares*" in the Circular.