



**NOTICE OF THE ANNUAL GENERAL AND SPECIAL MEETING  
OF SHAREHOLDERS OF  
GREEN RIVER GOLD CORP.**

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting of the Shareholders of Green River Gold Corp. (hereinafter called the “**Company**”), will be held at the German Club, 8310 Roper Road, Edmonton, Alberta, on December 20, 2021, at 10:00 a.m. (Mountain Standard Time) (the “**Meeting**”) for the purpose of:

1. receiving and considering the audited financial statements of the Company for the years ended September 30, 2018, September 30, 2019 and September 30, 2020;
2. appointing BDO Canada LLP, Chartered Professional Accountants, as the Company’s auditors for the ensuing year and authorizing the directors to fix their remuneration;
3. setting the number of directors at five (5);
4. electing directors for the ensuing year;
5. considering, and if advisable, approving an ordinary resolution confirming the Shareholder Rights Plan, as more fully described in the accompanying Information Circular;
6. considering, and if advisable, approving, with or without amendment, an ordinary resolution confirming the amendment of the Company’s bylaws to provide for advance notice provisions with respect to the nomination of directors of the Company (the “**Advance Notice By-Law**”), as more fully described in the accompanying Information Circular;
7. considering, and if advisable, approving an ordinary resolution approving the Company’s incentive stock option plan; and
8. transacting such other business as may properly come before the Meeting or any adjournment thereof.

**The Meeting will be held at the address noted above; however, as a result of the ongoing public health restrictions and recommendations as a result of COVID-19 and in consideration of the health and safety of our shareholders, colleagues and our broader community, the Company is requesting all of its shareholders to attend the Meeting via video conference, the details of which are set out below. Entry to the video conference will be limited to registered shareholders and/or their duly appointed proxyholders. The details of how to join the meeting virtually are:**

**Join from the meeting link**

<https://millerthomson.webex.com/millerthomson/j.php?MTID=m1ecca55c208e954fe554534af641f239>

**Join by meeting number through the WebEx Application**

Meeting number (access code): 2307 857 5960

Meeting password: Dadqa28WxX7

**Join via Phone**

1-403-776-2521, 2307 857 5960##

All registered shareholders as at November 15, 2021 (the “**Record Date**”) are entitled to attend and vote at the Meeting in person or by proxy. Shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed form of proxy and to return it to Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, or by fax within North America to 1-866-249-7775, and outside North America to (416) 263-9524 (according to the instructions on the proxy), at least 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting. If a shareholder does not deliver a proxy in accordance with these instructions or to the presiding officer of the Meeting, then the shareholder will not be entitled to vote at the Meeting by proxy.

Non-registered shareholders as at the Record Date who receive this notice and information circular from their broker or other intermediary should complete and return the proxy or voting instruction form in accordance with the instructions provided with it. Failure to do so may result in the shares of the non-registered shareholders not being eligible to be voted at the Meeting. An information circular, a form of proxy and voting instruction form accompany this Notice of Meeting.

**DATED** at Edmonton, Alberta, this 19<sup>th</sup> day of November, 2021.

**BY ORDER OF THE BOARD**

“Pearson John Little”

Pearson John Little

Director, President and Chief Executive Officer