



**NOTICE OF ANNUAL GENERAL AND SPECIAL
MEETING OF SHAREHOLDERS
TO BE HELD ON
NOVEMBER 14, 2023**

-AND-

**MANAGEMENT INFORMATION CIRCULAR OF
GREEN RIVER GOLD CORP. DATED
OCTOBER 13, 2023**

Neither the Canadian Securities Exchange nor any securities regulatory authority has in any way passed upon the merits of any matter set out in this Information Circular.



**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 via zoom at <https://millerthomson.zoom.us/j/98596899852?pwd=ZHhOdjJ6d1Q2cTlaR3d2QjdDZmFMZz09> on November 14, 2023 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, 2021 and September 30, 2022;
2. setting the number of directors at five (5);
3. electing directors for the ensuing year;
4. appointing BDO Canada LLP, Chartered Professional Accountants, as the Company’s auditors for the ensuing year and authorizing the directors to fix their remuneration;
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 an ordinary resolution approving the Company’s incentive stock option plan; and
7. transacting such other business as may properly come before the Meeting or any adjournment thereof.

The Meeting will be held 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.zoom.us/j/98596899852?pwd=ZHhOdjJ6d1Q2cTlaR3d2QjdDZmFMZz09>

Meeting ID: 985 9689 9852

Meeting password: P9WqYBrD

Join via Phone

One tap mobile

+16475580588,,98596899852# Canada

+17789072071,,98596899852# Canada

All registered shareholders as at October 6, 2023 (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, 8th 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 13th day of October 2023.

BY ORDER OF THE BOARD

“*Pearson John Little*”

Pearson John Little

Director, President and Chief Executive Officer