



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the Annual General and Special Meeting (the "**Meeting**") of the shareholders ("**Shareholders**") of Gold Hunter Resources Inc. (the "**Company**" or "**Gold Hunter**") will be held on March 15, 2024, at 10:00 a.m., Pacific Daylight Time. The Meeting will take place in person at the offices of Clark Wilson LLP located at 900 – 885 W Georgia Street, Vancouver, British Columbia, V6C 3H1 for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended August 31, 2023, and the accompanying report of the auditors;
2. to set the number of directors of the Company at five (5);
3. to elect 5 as directors of the Company;
4. to appoint Manning Elliott LLP, Chartered Professional Accountants, as the auditors of the Company for the fiscal year ending August 31, 2024 and to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending August 31, 2024;
5. consider and, if deemed advisable, pass a special resolution to approve the sale of substantially all of the Company's assets (the "**Transaction**"), as more particularly set out below and in the accompanying management information circular (the "**Circular**");
6. consider, and if deemed advisable, pass a special resolution to approve the Arrangement (as defined herein) whereby 90% of the common shares (the "**FireFly Shares**") of FireFly Metals Ltd. ("**FireFly** or the "**Purchaser**"), or such other number as is determined by the Board of Directors of the Company (the "**Board**"), will be distributed to the Shareholders, with the Eligible Shareholders (as hereinafter defined) receiving a distribution equal to their pro-rata share of the FireFly Shares and the U.S. Shareholders (as defined herein) receiving a cash distribution (in a currency to be determined by the Board) in the amount equal to the number of FireFly Shares they would otherwise be eligible to receive; and
7. transact such other business as may properly be brought before the Meeting and any postponement or adjournment thereof.

On December 21, 2023, the Company entered into a share purchase and sale agreement with FireFly pursuant to which the Purchaser agreed to acquire, subject to certain terms and conditions, all of the issued and outstanding shares in the capital of the Company's wholly-owned subsidiary, 1451366 B.C. Ltd. (the "**Subsidiary**"), in exchange for the issuance of 30,290,624 FireFly Shares representing an aggregate value of \$15,000,000 (based on the value of the FireFly Shares at the time of entering into the Purchase Agreement) (the "**Transaction**"). Prior to completing the Transaction, the Company will transfer to the Subsidiary all of the Company's mineral claims and assets in Newfoundland and Labrador, Canada (collectively, the "**Claims**") comprised of 624 mineral claims on the Company's Rambler Property and 52 on the

Company's Tilt Cove Property (the "**Pre-Closing Reorganization**"). As such, the sale by the Company of its shares in the capital of the Subsidiary constitutes a sale of substantially all of the Company's assets.

Following the completion of the Transaction and subject to obtaining the necessary shareholder and court approvals, the Company will distribute 90% of the FireFly Shares, or such other number as determined by the Board, to the Shareholders of the Company (the "**Distribution**") through a statutory plan of arrangement (the "**Arrangement**") under section 288 of the *Business Corporations Act* (British Columbia) ("**BCBCA**"). Pursuant to the Arrangement, Shareholders resident in Canada (each, a "**Canadian Shareholder**") and those who qualify as accredited investors in the United States (each, a "**U.S. Accredited Investor**") and together with the Canadian Shareholders, the "**Eligible Shareholders**"), as such term is defined in Rule 501(a) of Regulation D of the United States Securities Act of 1933, will receive FireFly Shares on a pro-rata basis determined by each such Shareholder's ownership percentage of the total issued and outstanding Shares as at the record date determined by the Board (the "**Distribution Record Date**"). Shareholders resident in the United States who are not U.S. Accredited Investors (the "**U.S. Shareholders**") will receive a cash distribution (in a currency to be determined by the Board) equivalent in value to the FireFly Shares that such U.S. Shareholders would have been entitled to receive had they been Eligible Shareholders.

The Board has fixed the close of business on January 31, 2024 as the record date (the "**Record Date**") for determining the Shareholders entitled to receive notice of, and to vote at, the Meeting and any postponement or adjournment of the Meeting. The Company has prepared a list, as of the close of business on the Record Date, of the holders of common shares (the "**Shares**") in the capital of the Company. A holder of record of the Shares whose name appears on such list is entitled to vote the Shares shown opposite such holder's name on such list at the Meeting.

Shareholders are cordially invited to attend the Meeting. Shareholders are urged to complete and return the enclosed proxy or voting instruction form promptly. Alternatively, Shareholders can vote online by following the instructions on their proxy or voting instruction form. To be effective, the proxies must be received at the Toronto office of TSX Trust Company ("**TSX Trust**"), the Company's registrar and transfer agent, located at 301 - 100 Adelaide Street West, Toronto, Ontario, Canada M5H 4H1, by 10:00 a.m. Pacific Daylight Time on March 13, 2024, or 48 hours (excluding Sundays, Saturdays and holidays) prior to any adjourned or postponed Meeting. Shareholders whose Shares are held by a nominee will receive either a voting instruction form or form of proxy and should follow the instructions provided by the nominee.

Registered Shareholders of the Company have the right to dissent with respect to the Transaction to be considered at the Meeting, as more particularly described in the accompanying Circular. Those registered Shareholders who validly exercise dissent rights will be entitled to be paid fair value of their Shares. In order to validly exercise dissent rights, registered Shareholders must strictly comply with the dissent procedures as set out in Sections 237 to 247 of the BCBCA, a copy of which is set out in the accompanying Circular as Schedule "D" and as more particularly described in the accompanying Circular.

The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice.

DATED at Vancouver, British Columbia this 14 day of February, 2024.

BY ORDER OF THE BOARD

(signed) "Sean Kingsley" _____

Sean Kingsley

President and Chief Executive Officer

Registered Shareholders unable to attend the Meeting are requested to date, sign and return their form of proxy in the enclosed envelope. If you are a non-registered Shareholder and receive these materials through your broker or through another Intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other Intermediary. Failure to do so may result in your Shares not being eligible to be voted by proxy at the Meeting.