



GOLD HUNTER RESOURCES INC.

Notice of Annual General and Special Meeting of Shareholders on
March 15, 2024

Management Information Circular

February 14, 2024



February 14, 2024

Dear Shareholders,

On behalf of the board of directors ("**Board**") of Gold Hunter Resources Inc. (the "**Company**"), I would like to invite you to attend the Annual General and Special Meeting of Shareholders of the Company (the "**Meeting**"), which is currently scheduled to 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. Registration and participation information appears in the enclosed Management Information Circular (the "**Circular**").

At the Meeting, in addition to the usual annual meeting matters for approval, the shareholders (the "**Shareholders**") will vote at the Meeting on resolutions to approve a sale of all of the Company's mineral rights located in Newfoundland and Labrador through the acquisition (the "**Transaction**") by FireFly Metals Ltd. (the "**Purchaser**" or "**FireFly**") of all the issued and outstanding shares of 1451366 B.C. Ltd. (the "**Subsidiary**"), a wholly-owned subsidiary of the Company, and to approve a statutory plan of arrangement (the "**Arrangement**") under section 288 of the *Business Corporations Act* (British Columbia) ("**BCBCA**") whereby the Company will distribute to the Shareholders a portion of the common shares of FireFly (the "**FireFly Shares**") issued as consideration for the Transaction. The Purchaser is an Australian-based company listed on the Australian Securities Exchange (ASX: FFM) and is an emerging leader in the copper-gold sector, focusing on advancing the high-grade Green Bay Copper-Gold project in Newfoundland & Labrador, Canada.

As is described in the Circular, the Company is in the process of transferring 624 mineral claims located on the Company's Rambler Property and 52 mineral claims located on the Company's Tilt Cove Property, both located in Newfoundland & Labrador, Canada to the Subsidiary. On December 21, 2023, the Company entered into a share purchase and sale agreement with the Purchaser 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 Subsidiary. As such, the sale of the Subsidiary constitutes a sale of substantially all of the Company's assets and it requires approval of not less than two thirds of the shares voting in person or by proxy at the Meeting. The Arrangement also requires approval of not less than two thirds of the votes cast at the Meeting.

Your participation in the affairs of the Company is important to us. Should you be unable to attend the Meeting, there are instructions included within the Circular that describe the process for providing your voting instructions, via proxy or voting information form, to ensure your voice is heard. The voting instructions can be found on page 15 of the Circular.

We look forward to speaking with you at the Meeting.

Sincerely,

(signed) "Sean Kingsley"

Sean Kingsley

President and CEO

Gold Hunter Resources Inc.