GCM MINING CORP.

401 Bay Street - Suite 2400
Toronto, Ontario M5H 2Y4

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD WEDNESDAY, JUNE 15, 2022

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the "**Meeting**") of the shareholders of **GCM MINING CORP.** (the "**Corporation**") will be held at the offices of Wildeboer Dellelce LLP, Wildeboer Dellelce Place, Suite 800, 365 Bay Street, Toronto, Ontario, M5H 2V1 on Wednesday, June 15, 2022 at 10:00 a.m. (Toronto time), for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2021, together with the report of the auditors thereon;

2. to fix the number of directors to be elected at the Meeting at seven (7);

3. to elect the directors of the Corporation for the ensuing year;

4. to appoint KPMG LLP as auditors of the Corporation for the ensuing year at a remuneration to be fixed by the directors;

5. to consider and, if deemed advisable, approve **and reconfirm** the Corporation's Shareholders' Rights Plan dated as of January 2, 2019 between the Corporation and TSX Trust Company as Rights Agent, as more particularly described in the accompanying Management Information Circular;

6. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice of meeting (the "**Notice of Meeting**").

The board of directors of the Corporation has fixed the close of business on April 26, 2022 as the record date for the purpose of determining shareholders entitled to receive notice of and vote at the Meeting. Each Common Share of the Corporation will entitle the holder to one vote at the Meeting. Each other resolution, other than in respect of the election of directors of the Corporation and the appointment of the auditors of the Corporation, must be approved by a majority of the votes cast by the shareholders present or by proxy at the Meeting.

There is ongoing uncertainty surrounding the public health impact of the novel coronavirus ("COVID-19"). As part of the Corporation's social responsibility and preparedness plans in response to COVID-19, the Corporation will be providing an option to view the Meeting in a virtual format. Registered shareholders and proxyholders will be able to attend the Meeting in person or virtually, but there will be no option to vote virtually. Non-registered shareholders who have not appointed themselves as proxyholder will not be able to attend the Meeting in person, but may view the Meeting virtually. The Meeting will be viewable online at https://wildlaw-ca.zoom.us/j/88597393502?pwd=WFhmRXh3U2xiTTJqSWNaeTdxZDQxdz09. Inside the accompanying Management Information Circular, you will find important information and detailed instructions about how to participate in the Meeting. Health and safety guidelines and instructions from health authorities will be enforced at the Meeting, which may include attendance capacity limits.

Registered shareholders and duly appointed proxyholders, including non-registered (beneficial) shareholders who have duly appointed themselves as proxyholders, will be able to attend, participate, vote and ask questions at the Meeting if attending in person but will not be able to vote at the Meeting if attending virtually. Non-registered shareholders (being shareholders who

hold their shares through a securities dealer or broker, bank, trust company or trustee, custodian, nominee or other intermediary) who have not duly appointed themselves as their proxy will be able to attend the Meeting only as guests. Guests will be able to listen to the Meeting but will not be able to vote or ask questions and must identify themselves as guests whether attending in person or virtually. Inside this document, you will find important information and detailed instructions about how to participate in the Meeting.

Shareholders who are unable to attend the Meeting are requested to read, complete, sign and mail the enclosed form of proxy or to vote electronically in accordance with the instructions set out in the proxy and in the Management Information Circular accompanying this Notice of Meeting. Non-registered shareholders must seek instruction on how to complete their form of proxy and vote their shares from their broker, trustee, financial institution or other nominee.

Following the conclusion of the formal business to be conducted at the Meeting, the Corporation will invite questions and comments from shareholders participating at the Meeting**.** Any shareholders attending the Meeting virtually will be able to ask questions at anytime during the Q&A session and until such time as the Chair ends the session.

The Corporation has elected to deliver this Notice of Meeting and the accompanying Management Information Circular and form of proxy (collectively, the "**Meeting Materials**") to shareholders by posting the Meeting Materials on its website at www.gcm-mining.com in accordance with the notice and access notification mailed to shareholders of the Corporation. The use of the notice and access procedures under applicable securities laws will reduce the Corporation's printing and mailing costs and is more environmentally friendly by reducing the use of paper. The Meeting Materials will be available on the Corporation's website as of May 13, 2022, and will remain on the website for one (1) full year thereafter. The Meeting Materials will also be available under the Corporation's profile on SEDAR at www.sedar.com as of May 13, 2022 and at https://docs.tsxtrust.com/2300.

All shareholders will receive a notice and access notification containing information on how to obtain electronic and paper copies of the Meeting Materials in advance of the Meeting. Shareholders wishing to receive paper copies of the Meeting Materials can request them from the Corporation by calling TSX Trust Company toll-free in North America at 1-866-600-5869 or by email at tsxtis@tmx.com. The Corporation will mail paper copies of the Meeting Materials to requesting shareholders at no cost to them within three business days of their request, if such requests are made no later than June 6, 2022.

If you have any questions or require assistance in completing your proxy or voting information form, please contact the proxy solicitation agent, Morrow Sodali (Canada) Ltd., by telephone at 1-888-999-1787 (toll-free in North America) or 1-289-695-3075 (collect call outside North America), or by email at assistance@morrowsodali.com.

Dated at Toronto, Ontario this 3rd day of May, 2022.

BY ORDER OF THE BOARD

(signed) *"Lombardo Paredes Arenas"*

Lombardo Paredes Arenas
Chief Executive Officer