

GT RESOURCES INC.
Suite 3704 - 88 Scott Street,
Toronto, ON
M5E 0A9

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 of GT Resources Inc. (the “**Company**”) will be held at 25th Floor Park Place, 666 Burrard Street, Vancouver, BC, at 10:00 a.m. (Vancouver time) on July 11, 2025 for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the financial year ended December 31, 2024 together with the report of the auditor thereon;
2. to elect directors of the Company for the ensuing year;
3. to re-appoint the auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration of the auditor;
4. to consider and, if deemed advisable approve, with or without variation, a resolution of shareholders of the Company approving certain amendments to the Company’s existing rolling 10% equity incentive plan, as more particularly described in the accompanying Management Information Circular; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Particulars of the foregoing matters are set forth in the accompanying management information circular (the “**Circular**”). Please review the Circular carefully and in full prior to voting in relation to the matters set out above as the Circular has been prepared to help you make an informed decision on such matters.

The directors of the Company have fixed the close of business on May 22, 2025 as the record date (the “**Record Date**”) for the determination of shareholders entitled to receive notice of, and to vote at, the Meeting. Only shareholders whose names have been entered in the register of shareholders as of the close of business on the Record Date will be entitled to receive notice of, and to vote at, the Meeting.

The Company is using the notice-and-access system (“**Notice-and-Access**”) under National Instrument 54-101 *Communications with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 *Continuous Disclosure Obligations* to distribute this notice and the Circular to shareholders, as well as the consolidated financial statements and accompanying management's discussion and analysis thereon. Notice-and-Access allows the Company to post electronic versions of its proxy-related materials on SEDAR+ and on the Company's website, rather than mailing paper copies to shareholders. This alternative means of distribution of the Company's proxy-related materials is more environmentally friendly by reducing paper use, and also reduces printing and mailing costs of the Company. Note that shareholders still have the right to request paper copies of the proxy-related materials posted online by the Company under Notice-and-Access if they choose.

The proxy-related materials are available under the Company's profile on SEDAR+ at www.sedarplus.ca and on the Company's website at www.gtresourcesinc.com. As noted above, the Company will provide any Shareholder, free of charge, a paper copy of the Circular upon request to the Company's transfer agent, at **1-866-600-5869** (toll-free), up to one year from the date the Circular is filed on SEDAR+. Shareholders who wish to receive a paper copy of the Circular in advance of the Meeting should make such request to the Company by no later than 4:00 p.m. (Vancouver time) on June 27, 2025, in order to allow reasonable time to receive and review the Circular prior to the proxy deadline of 10:00 a.m. (Vancouver time) on July 9, 2025. The Circular will be sent to shareholders within three business days of their request if the request is made prior to the date of the Meeting. Following the Meeting, the Information Circular will be sent to such Shareholders within 10 calendar days of their request.

Shareholders will receive a paper copy of a notice package (under Notice-and-Access via pre-paid mail containing: (i) a notification regarding the Company's use of Notice-and-Access and how the proxy-related materials may be obtained, (ii) a form of proxy (if you are a shareholder who holds your shares in your own name and have a share certificate or direct registration system (DRS) statement or a voting instruction form (if you are a beneficial shareholder), and (iii) a supplemental mailing list return card to elect to receive paper copies of the Company's financial statements and management's discussion and analysis for future financial statements and management's discussion and analysis if you so choose.

Shareholders are entitled to vote at the Meeting either in person or by proxy, as described in the Circular under the heading “*General Proxy Information*”. Only registered shareholders of the Company, or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting. For information with respect to shareholders who own their Common Shares through an intermediary, see “*General Proxy Information – Non-Registered Shareholders*” in the Circular.

Whether or not you are able to attend the Meeting in person, you are encouraged to provide voting instructions on the enclosed form of proxy as soon as possible. To be included at the Meeting, your completed and executed form of proxy must be received by TSX Trust Company, Suite 301-100 Adelaide Street West, Toronto, Ontario, M5H 4H1, no later than 10:00 a.m. (Vancouver time) on July 9, 2025 (or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to any reconvened Meeting in the event of an adjournment of the Meeting) or deposited with the Chair of the Meeting prior to the commencement of the Meeting or any adjournment thereof. Voting instructions may also be provided by telephone or the internet by following the instructions on the form of proxy.

DATED at Vancouver, British Columbia this May 27, 2025.

BY ORDER OF THE BOARD

(signed) “*Derrick Weyrauch*”

President and Chief Executive Officer