



**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON NOVEMBER 10, 2022**

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders of GFG Resources Inc. (the “**Company**”) will be held at the Terminal City Club, 837 *West Hastings Street, Vancouver, BC V6C 1B6*, on Thursday, November 10, 2022, at 10:00 a.m. (Pacific time). In the event the Company decides to change the date, time, location and/or format of the Meeting to electronic or virtual as part of its efforts to reduce the spread of COVID-19, the Company will issue a press release announcing the change and take all reasonable steps necessary to inform all parties involved in the proxy infrastructure, including intermediaries and the Company’s transfer agent, of the change. The Company encourages all shareholders to vote as early as possible by proxy and not attend the Meeting in person to mitigate potential risks to the health and safety of shareholders, employees, and the community. Strict procedures and limitations on the number of persons permitted entry into the physical meeting location in accordance with current provincial and federal recommendations and guidance (including potential future restrictions and guidance) regarding public gatherings will apply and guests will not be permitted entry. The Company encourages all shareholders to monitor the Company’s public filings on SEDAR for any changes to Meeting arrangements.

The Meeting will be held for the following purposes:

1. To receive the audited financial statements of the Company for the year ended June 30, 2022, and the report of the auditor on those statements.
2. To set the number of directors for the ensuing year at five.
3. To elect directors for the ensuing year.
4. To appoint the auditor for the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor.
5. To consider and, if thought advisable, ratify and approve the Company’s amended and restated 10% “rolling” stock option plan as more particularly described in the management information circular dated September 29, 2022, accompanying this Notice of Meeting (the “**Information Circular**”).
6. To transact such other business as may properly come before the Meeting or any adjournments thereof.

This Notice of Meeting is accompanied by the Information Circular and either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders. Shareholders are requested to read the Information Circular and, if unable to attend the Meeting in person, complete, date, sign and return the proxy or voting instruction form, as applicable, so that as large a representation as possible may be had at the Meeting.

The Board of Directors of the Company has fixed the close of business on September 29, 2022, as the record date, being the date for the determination of the registered holders of common shares entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof. The Board of Directors has also fixed 10:00 a.m. (Pacific time) on Tuesday, November 8, 2022, or no later than 48 hours before the time of any adjourned Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof shall be deposited with the Company’s registrar and transfer agent, TSX Trust Company.

DATED at Saskatoon, Saskatchewan, as of the 29th day of September, 2022.

GFG RESOURCES INC.

By:

/s/ Rick Johnson

Rick Johnson

Chief Financial Officer & Corporate Secretary