



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the "**Meeting**") of the shareholders of **Giant Mining Corp.** (formerly, Majuba Hill Copper Corp.) (the "**Company**") will be held on Friday, December 6, 2024 virtually (via Zoom) at the hour of 9:00 a.m. (Pacific Time) for the following purposes:

1. To receive the audited annual financial statements of the Company for the fiscal year ended June 30, 2024, together with the report of the auditor thereon;
2. To set the number of directors to be elected at the Meeting to four (4);
3. To elect the directors of the Company to hold office until the next annual meeting of shareholders;
4. To re-appoint SHIM & Associates LLP as the auditors for the Company to hold office until the next annual meeting of shareholders and to authorize the directors to fix their remuneration; and
5. To transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

No other matters are contemplated for consideration at the Meeting, however any permitted amendment to or variation of any matter identified in this Notice of Meeting may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Registered shareholders and validly appointed proxyholders may attend the Meeting via Zoom at:

<https://us02web.zoom.us/j/85774488396?pwd=U6fKicUmBtbLuRz84yGKE1ifoACjbt.1>

Meeting ID: 857 7448 8396

Passcode: 626253

Find your local number at: <https://us02web.zoom.us/u/ktt2ABguz>

DATED at Vancouver, British Columbia, this 28th day of October, 2024.

BY ORDER OF THE BOARD

(signed) David Greenway _____

David Greenway
President, C.E.O. and Director

IMPORTANT

Shareholders of record as of the close of business on October 23, 2024 (the "**Record Date**") will be entitled to vote at the Meeting and at any adjournment or adjournments thereof.

Registered shareholders will receive a Circular and an instrument of proxy (the "**Proxy**") with this Notice of Meeting. Non-registered (beneficial) Shareholders will receive a voting instruction form ("**VIF**") instead of a Proxy. The Circular provides additional information relating to the matters to be dealt with at the Meeting. A shareholder who is unable to attend the Meeting in person is entitled to appoint a proxyholder to attend and vote in his stead. The enclosed Proxy is solicited by management but you may amend it, if you so desire, by striking out the names of the management proxyholders shown and inserting in the space provided the name of the person you wish to represent you at the Meeting. If you cannot be personally present, please complete and sign the Proxy and then deposit the Proxy with Endeavor Trust Corporation as set out below.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their Shares will be voted at the Meeting are asked to complete, date and sign the enclosed Proxy or complete another suitable form of proxy and deliver it to Endeavor Trust Corporation at their offices located at 702 - 777 Hornby Street, Vancouver, BC, V6Z 1S4, by mail or fax (604-559-8908), or email proxy@endeavortrust.com, in accordance with the instructions set out in the Proxy and in the Circular, at least 48 hours before the time of the Meeting (excluding Saturdays, Sundays and holidays), or any adjournment thereof.

A Non-registered (beneficial) Shareholder who plans to attend the Meeting must follow the instructions set out in the Circular to ensure that their Shares are voted at the Meeting. If you hold your Shares in a brokerage account you are a Non-registered (beneficial) Shareholder.

Notice-And-Access

The Company has elected to use the notice-and-access provisions under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 *Continuous Disclosure Obligations of the Canadian Securities Administrators* (the "**Notice-and-Access Provisions**") for the Meeting. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to Shareholders by allowing the Company to post the Circular and any additional materials online. Shareholders will still receive this Notice of Meeting and a form of proxy and may choose to receive a paper copy of the Circular. The Company will not use the procedure known as "stratification" in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

Please review the Information Circular carefully and in full prior to voting as the Circular has been prepared to help you make an informed decision on the matters to be acted upon. The Circular is available under the Company's profile on SEDAR+ at www.sedarplus.ca and at <https://giantminingcorp.com/>.

Any Shareholder who wishes to receive a paper copy of the Circular or obtain additional information about the Notice-and-Access Provisions should contact the Company at Royal Centre, Suite 1500, 1055 West Georgia Street, PO Box 1117, Vancouver, BC V6E 4N7 Attention: David Greenway, President and CEO.

In order to ensure that a paper copy of the Circular can be delivered to a requesting shareholder in time for such shareholder to review the Circular and return a voting instruction form or proxy prior to the deadline, it is strongly suggested that a shareholder ensure their request is received no later than November 25, 2024.