



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of shareholders (the “**Meeting**”) of Goldflare Exploration Inc. (“**Goldflare**” or the “**Corporation**”) **will be held solely by means of remote communication** on Wednesday, August 21, 2024 at 10:00 a.m. (Eastern time), for the following purposes:

1. To present to shareholders the financial statements of the Corporation for the year ended February 29, 2024, as well as the related auditor’s report.
2. To elect the directors of the Corporation.
3. To appoint the auditor of the Corporation and authorize the Board of Directors to fix its remuneration.
4. To consider and, if deemed advisable, adopt a special resolution to approve amendments to the articles of incorporation to implement the proposed share consolidation, as more fully described in the accompanying Management Proxy Circular.
5. To consider and, if deemed advisable, adopt an ordinary resolution to reapprove the rolling stock option plan, as more fully described in the accompanying Management Proxy Circular.
6. To transact such other business that may properly come before the Meeting.

REGISTRATION AND LOG IN PROCESS

To attend the Meeting, please register using the link:

<https://us06web.zoom.us/meeting/register/tZwtcO2hpjluHNLd5BUBGMrE0ur4MJJorZlv>

at least 60 minutes before the scheduled start of the Meeting. After registering, you will receive a confirmation email with access instructions. You can also contact Goldflare at comptabilite@goldflare.ca for more information.

To ensure a smooth process, Goldflare is asking registered participants to log into by 9:45 a.m. (Eastern time) on August 21, 2024.

Registered shareholders and duly appointed proxyholders will be asked to identify themselves before the beginning of the Meeting.

The attached management proxy circular includes supplementary information on the matters to be dealt with at the Meeting and, as such, is an integral part of this Notice.

Piedmont (Quebec), July 19, 2024

BY ORDER OF THE BOARD OF DIRECTORS,

(signed) Michel Desjardins

President and CEO

Since it is desirable that as many shares as possible be represented and voted at the Meeting, we urge any shareholder who is unable to attend the Meeting in person to complete and return the enclosed proxy form in accordance with the instructions contained therein.