



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of the shareholders of Gabriel Resources Ltd. (“**Company**”) will be held at the offices of Stikeman Elliott LLP, 666 Burrard Street, Suite 1700, Vancouver, British Columbia V6C 2X8, on Tuesday, August 3, 2021 at 11:00 a.m. (Pacific Time) (the “**Meeting**”). The Meeting will have the following purposes:

- (1) to receive the audited consolidated financial statements of the Company for the year ended December 31, 2020 together with the auditors’ report thereon;
- (2) to elect directors of the Company to hold office until the close of the next annual general meeting;
- (3) to appoint the auditor of the Company to hold office until the close of the next annual general meeting and to authorize the directors of the Company to fix its remuneration;
- (4) to consider and, if appropriate, to pass an ordinary resolution approving the continuation of the incentive stock option plan of the Company; and
- (5) to transact such other business as may be brought properly before the Meeting or any continuation of the meeting after an adjournment or postponement.

The accompanying Management Information Circular provides detailed information relating to the matters to be addressed at the Meeting and forms part of this notice. The board of directors of the Company has fixed the close of business on June 29, 2021 as the record date to determine which shareholders are entitled to receive notice of and to vote at the Meeting, or any postponement or adjournment thereof.

Shareholders are encouraged to vote in advance by completing the enclosed form of proxy. Detailed instructions on how to complete and return proxies are provided on pages 1 to 5 of the accompanying Management Information Circular. To be effective, the completed form of proxy must be received by the Company’s transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Canada, prior to 11:00 a.m. (Pacific Time) on July 29, 2021.

The Company intends to hold the Meeting in person. However, in view of the ongoing COVID-19 situation and social-distancing guidelines, the Company strongly encourages shareholders not to attend the Meeting in person. As always, the Company encourages shareholders to vote their common shares prior to the Meeting by following the instructions under the heading “Voting Instructions” in Part I of the accompanying Management Information Circular dated June 29, 2021. The Company may take additional precautionary measures in relation to the Meeting in response to further developments with the COVID-19 pandemic. In the event it is not possible or advisable to hold the Meeting in person, the Company will announce alternative arrangements for the Meeting as promptly as practicable, which may include holding the Meeting entirely by electronic means, telephone or other communication facilities.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed)

Simon Lusty
Corporate Secretary

DATED June 29, 2021

If you are a non-registered shareholder and you have received these materials through your broker or through another intermediary, please complete and return the voting instruction form or other authorization in accordance with the instructions provided to you by your broker or by such other intermediary. Failure to do so may result in your shares not being eligible to be voted at the Meeting.