

GR SILVER MINING LTD.

Suite 1050 – 400 Burrard Street
Vancouver, BC V6C 3A6

**NOTICE OF ANNUAL GENERAL & SPECIAL MEETING
TO BE HELD ON SEPTEMBER 6, 2022**

TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General & Special Meeting (the “**Meeting**”) of the shareholders of GR Silver Mining Ltd. (the “**Company**”) will be held at the Boardroom, Suite 1050– 400 Burrard Street, Vancouver, British Columbia on Tuesday, September 6, 2022, at 10:00 a.m. (Vancouver time), for the following purposes:

1. to receive the financial statements of the Company for the fiscal year ended December 31, 2021, together with the auditor’s report thereon;
2. to re-appoint Davidson & Company LLP, Chartered Professional Accountants, of Vancouver, BC, as the Company’s auditor and to authorize the directors to fix their remuneration;
3. to set the number of directors at five (5);
4. to elect directors for the ensuing year;
5. to approve the Company’s new Omnibus Long-Term Incentive Plan; and
6. to transact any other business which may properly come before the Meeting.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Board of Directors of the Company has fixed August 2, 2022, as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

COVID-19 GUIDANCE

As of the date of this Information Circular we intend to hold the Meeting in person as detailed above.

In light of the ongoing coronavirus (“COVID-19”) outbreak and in order to protect the health and safety of shareholders and the broader community, the Company strongly encourages shareholders to vote by proxy in advance of the Meeting instead of attending the Meeting in person. The Company is continually monitoring developments and will communicate further, as necessary. In light of the rapidly evolving news and guidelines related to COVID-19, the Company asks that, in considering whether to attend the Meeting in person, shareholders follow, among other things, the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>) and any applicable additional provincial and local instructions, including any Orders made by the British Columbia Public Health Officer that are in effect at the time of the Meeting. You should not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days prior to the Meeting.

The Company reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak including, if considered necessary or advisable, hosting the Meeting solely by means of remote communication, placing restrictions on in-person attendance, or postponing or adjourning the Meeting. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release. Please monitor the Company’s press releases for updated information. We advise you to check the Company’s news releases filed on SEDAR (www.sedar.com) one week prior to the Meeting date for the most current information. The Company does not intend to prepare or mail an amended Information Circular in the event of changes to the Meeting format.

THE COMPANY URGES ALL SHAREHOLDERS TO VOTE BY PROXY IN ADVANCE OF THE MEETING IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT BELOW.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, TSX Trust Company: by mail or registered mail at 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1, or via the Internet at www.voteproxyonline.com, or by facsimile at 416-595-9593, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you receive more than one form of proxy because you own common shares registered in different names or addresses, each form of proxy should be completed and returned.

The form of proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date hereof, management of the Company knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Meeting. Shareholders who are planning on returning the applicable accompanying form of proxy are encouraged to review the Information Circular carefully before submitting the proxy form. **It is the intention of the persons named in the enclosed applicable form of proxy, if not expressly directed to the contrary in such form of proxy, to vote IN FAVOUR of the resolutions proposed by management as set forth under “Particulars of Matters to be Acted Upon” in the accompanying Information Circular.**

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Toronto, Ontario, this 2nd day of August, 2022.

BY ORDER OF THE BOARD

“Eric Zaunscherb”

Eric Zaunscherb
CEO and Director