

GRANADA GOLD MINE INC.

3028 Quadra Court
Coquitlam, BC, V3B 5X6
Tel: 819-797-4144 / Fax: 819-279-3821

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an Annual General and Special Meeting (the “**Meeting**”) of the shareholders of Granada Gold Mine Inc. (the “**Company**”) will be held at 3028 Quadra Court, Coquitlam, British Columbia, on July 17, 2023 at 10:00 a.m. (Pacific time). The purposes of the Meeting are to:

1. Receive the audited financial statements of the Company for its financial year ended June 30, 2022 and the report of the auditor thereon;
2. Set the number of directors of the Company to be elected at three;
3. Elect directors of the Company for the ensuing year;
4. Appoint the auditor of the Company for the ensuing year and authorize the directors to fix its remuneration;
5. Consider and, if deemed advisable, adopt an ordinary resolution ratifying and confirming the Company’s Stock Option Plan, as more particularly described in the accompanying management information circular of the Company (the “**Information Circular**”), and authorizing the directors to make modifications thereto in accordance with Stock Option Plan and the policies of the TSX Venture Exchange;
6. Consider and, if deemed advisable, adopt a special resolution approving the creation of Class A Redeemable Preferred Shares;
7. Consider and, if deemed advisable, adopt a special resolution approving the creation of Class B Redeemable Preferred Shares and a related amendment to the terms and conditions of the Company’s common shares; and
8. Consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or any adjournment thereof.

Management is not currently aware of any other matters that could come before the Meeting.

The details of the matters proposed to be put before the Meeting are set out in the Information Circular accompanying this Notice, which is supplemental to and expressly made a part of this Notice. Shareholders of record as of the close of business on June 5, 2023 (the “**Record Date**”) will be entitled to vote at the Meeting and at any adjournment or adjournments thereof.

It is important that your shares be represented at this Meeting to ensure a quorum. If you cannot be present to vote in person, please ensure that your proxy or, if a corporation, your representative, is appointed and present to vote on your behalf at the Meeting. Instructions regarding the appointment of a proxy or representative are contained in the Information Circular.

DATED at Coquitlam, BC, this 5th day of June, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

“Frank J. Basa”

Frank J. Basa, P. Eng.
President, CEO and Director

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5. Consider and, if deemed advisable, adopt an ordinary resolution ratifying and confirming the Company’s Stock Option Plan, as more particularly described in the accompanying management information circular of the Company (the “**Information Circular**”), and authorizing the directors to make modifications thereto in accordance with Stock Option Plan and the policies of the TSX Venture Exchange;
6. Consider and, if deemed advisable, adopt a special resolution approving the creation of Class A Redeemable Preferred Shares;
7. Consider and, if deemed advisable, adopt a special resolution approving the creation of Class B Redeemable Preferred Shares and a related amendment to the terms and conditions of the Company’s common shares; and
8. Consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or any adjournment thereof.

Additional information on the above matters can be found in the section of the Information Circular entitled “Particulars of Matters to be Acted Upon” and in the subsections thereof entitled “Presentation of Financial Statements”, “Setting Number of Directors”, “Election of Directors”, “Appointment of Auditor”, “Ratification and Approval of the Stock Option Plan”, “Capital Alteration – Overview”, “Class A Redeemable Preferred Shares” and “Class B Redeemable Preferred Shares and Amendment to Common Shares”, respectively.

Health Notice

Amid ongoing concerns about public health, the Company remains mindful of the wellbeing of our shareholders and their families, our industry partners and other stakeholders as well as the communities in which we operate. The Company currently intends on holding an in-person shareholders’ meeting. **However, the Company discourages shareholders from physically attending the Meeting** and, in order to ensure as many common shares as possible are represented at the Meeting, strongly encourages registered shareholders of the Company (the “**Registered Shareholders**”) to complete the Form of Proxy and return it as soon as possible in accordance with the instructions outlined in the Information Circular. Shareholders who do not hold their common shares in their own name are strongly encouraged to complete the voting instruction forms (“**VIFs**”) received from their broker as soon as possible and to follow the instructions set out in the accompanying Information Circular. In addition, only Registered Shareholders or their duly-appointed proxy holders will be permitted to attend the Meeting. The Company thanks all shareholders for their understanding.

Notice-and-Access

The Company has elected to use “notice-and-access” rules (“**Notice-and-Access**”) under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) for distribution of its Proxy-Related Materials (as defined below) to Non-Registered Shareholders. Notice-and-Access is a set of rules that allows issuers to post electronic versions of proxy-related materials on SEDAR and on one additional website, rather than mailing paper copies. “**Proxy-Related Materials**” refers to the Information Circular, the Notice of Meeting and the VIF or a form of proxy.

The use of Notice-and-Access is more environmentally friendly as it helps reduce paper use. It also reduces the Company’s printing and mailing costs. Shareholders may obtain further information about Notice-and-Access by contacting: (i) for Non-Registered Shareholders with a 15-digit Control Number: Computershare Investor Services Inc. toll free at 1-866-964-0492 or at www.computershare.com/notificationandaccess; or (ii) for Non-Registered Shareholders with a 16-digit Control Number: Broadridge Financial Solutions, Inc. toll free at 1-855-887-2244.

The Company is not using Notice-and-Access for delivery to Registered Shareholders; they will receive paper copies of the Information Circular and related materials via prepaid mail.

Websites Where Proxy-Related Materials are Posted

The Proxy-Related Materials are available on the Company’s website at www.granadagoldmine.com and under the Company’s profile on SEDAR at www.sedar.com.

Notice Package

Although the Proxy-Related Materials have been posted online as noted above, Non-Registered Shareholders are receiving paper copies of a notice package (the “**Notice Package**”) via prepaid mail, containing information prescribed by NI 54-101 such as: the date, time and location of the Meeting, the website addresses where the Proxy-Related Materials are posted, a VIF, and supplemental mail list return card for Non-Registered Shareholders to request they be included in the Company’s supplementary mailing list for receipt of the Company’s interim financial statements for the 2023 fiscal year.

How to Obtain Paper Copies of Proxy-Related Materials

Non-Registered Shareholders may obtain paper copies of the Information Circular free of charge by contacting: (i) for Non-Registered Shareholders with a 15-digit Control Number: Computershare Investor Services Inc. toll free at 1-866-962-0498 (within North America) or 514-982-8716 (outside North America); or (ii) for Non-Registered Shareholders with a 16-digit Control Number: Broadridge Financial Solutions, Inc. toll free at 1-877-907-7643. Any request for paper copies which are required in advance of the Meeting should be sent so that the request is received by the Company by 5:00 p.m. (Pacific time) on June 30, 2023 in order to allow sufficient time for Non-Registered Shareholders to receive their paper copies and to return their VIFs by the due date. After the Meeting, Non-Registered Shareholders may obtain paper copies of the Information Circular free of charge by contacting the Secretary of the Company at 819-797-4144.

Voting

The Board of Directors has fixed the close of business on June 5, 2023 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. Shareholders are urged to review the Circular before voting. Beneficial Shareholders are encouraged to express their vote in advance by completing and signing the enclosed VIF and returning it in accordance with the instructions provided to them by their broker or other intermediary. Registered Shareholders are encouraged to express their vote in advance by completing the enclosed form of proxy. Detailed instructions on how to complete and return proxies are provided on page 3 of the Circular. Registered Shareholders may also vote their shares by telephone or through the internet using the procedures described in the enclosed form of proxy.

Dated this 5th day of June, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

By: *“Frank J. Basa”*
Frank J. Basa, P. Eng.
President, CEO and Director