

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

IN VIEW OF THE CURRENT AND RAPIDLY EVOLVING COVID-19 OUTBREAK, THE COMPANY REQUESTS THAT IF POSSIBLE ALL SHAREHOLDERS VOTE THEIR SHARES BY PROXY AND AVOID ATTENDING THE MEETING IN PERSON, HOWEVER, IF YOU CHOOSE TO ATTEND THE MEETING IN PERSON, SHAREHOLDERS ARE ASKED TO FOLLOW THE INSTRUCTIONS OF THE PUBLIC HEALTH AGENCY OF CANADA (canada.ca/en/public-health/services/diseases/2019-novel-coronavirus-infection.html)

THE COMPANY RESPECTFULLY ASKS SHAREHOLDERS NOT TO ATTEND THE MEETING IN PERSON IF EXPERIENCING ANY OF THE DESCRIBED COVID-19 SYMPTOMS OF FEVER, COUGH OR DIFFICULTY BREATHING, OR IF THEY HAVE BEEN EXPOSED TO ANYONE EXHIBITING COVID-19 SYMPTOMS WITHIN THE LAST 14 DAYS. THE COMPANY MAY TAKE ADDITIONAL PRECAUTIONARY MEASURES IN RELATION TO THE MEETING IN RESPONSE TO FURTHER DEVELOPMENTS IN THE COVID-19 OUTBREAK.

TAKE NOTICE that the annual general meeting (the “**Meeting**”) of shareholders of Group Eleven Resources Corp. (the “**Company**”) will be held at the offices of Suite 1050, 400 Burrard Street, Vancouver, BC V6C 3A6 on Tuesday, June 22, 2021 at 10:00 a.m. (Pacific Standard Time).

The purpose of the Meeting is:

1. To receive the audited financial statements of the Company for the financial year ended December 31, 2020 and the report of the auditor thereon;
2. To reappoint the auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration of the auditor;
3. To elect directors of the Company for the ensuing year;
4. To approve the continuation of the Company’s stock option plan, as described in the information circular for the Meeting (the “**Information Circular**”), which accompanies this Notice;
5. To consider and, if thought fit, to pass, with or without amendment, an ordinary resolution to affirm, ratify and approve the deferred share unit plan of the Company, as further described in the accompanying Information Circular;
6. To consider and, if thought fit, to pass, with or without amendment, an ordinary resolution to affirm, ratify and approve the restricted share unit plan of the Company, as further described in the accompanying Information Circular; and
7. To consider any permitted amendment to or variation of any matter identified in this Notice, and to transact such other business as may be properly brought before the Meeting or any adjournment or postponement thereof.

The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting.

The Company’s board of directors has fixed May 7, 2021 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 Information Circular.

Proxies submitted must be received by the proxy cut off date of Friday, June 18, 2021 at 10:00am PST.

Regardless of whether a shareholder plans to attend the Meeting in person, we request that each shareholder please complete, date, and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure their shares will be voted at the Meeting. A shareholder who holds shares in a brokerage account is not a registered shareholder.

DATED at Vancouver, British Columbia this 7th day of May, 2021.

BY ORDER OF THE BOARD

“Bart Jaworski”

Bart Jaworski
Chief Executive Officer