

GREATBANKS RESOURCES LTD.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT AN ANNUAL GENERAL MEETING (the “**Meeting**”) of holders of common shares (“**Common Shares**”) of Greatbanks Resources Ltd. (“**Greatbanks**” or the “**Company**”) will be held at 100 Wall Street, 10th Floor, New York, NY, USA, on **Friday, May 19, 2017** at **12:00 p.m.** (Eastern time) for the following purposes:

1. to receive and consider the audited financial statements of the Company for the financial year ended July 31, 2016 and the reports of the auditor thereon;
2. to fix the number of directors at five (5);
3. to elect the Board of Directors of the Company for the ensuing year;
4. to appoint the auditor of the Company for the ensuing year and to authorize the Board of Directors to fix the auditor’s remuneration;
5. to consider, and if thought fit, approve the ordinary resolution, as more particularly set forth in the accompanying Management Information Circular, relating to the approval of a new Stock Option Plan of the Company;
6. to consider other matters, including without limitation such amendments or variations to any of the foregoing resolutions, as may come before the Meeting or any adjournment thereof.

DATED this 19th day of April, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ “Stephen Fabian”

Stephen Fabian
Director

NOTES:

- (1) It is desirable that as many shares as possible be represented at the Meeting. If you do not expect to attend the Meeting and would like your shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. All proxies, to be valid, must be received by Computershare Investor Services at 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, at least forty-eight (48) hours, excluding Saturdays, Sundays and holidays, before the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.