

**GREATBANKS RESOURCES LTD.**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN THAT AN ANNUAL GENERAL AND SPECIAL MEETING (the “**Meeting**”) of holders of common shares (“**Common Shares**”) of Greatbanks Resources Ltd. (“**Greatbanks**” or the “**Company**”) will be held at Suite 800-1199 West Hastings Street, Vancouver, BC V6E 3T5, on **Friday, July 27, 2018** at **9:00 a.m.** (Pacific time) for the following purposes:

1. to receive and consider the audited financial statements of the Company for the financial year ended July 31, 2017 and the reports of the auditor thereon;
2. to fix the number of directors at three (3);
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 the Stock Option Plan of the Company;
6. To consider, and if thought advisable, to approve a special resolution, for the continuance of the Company (the “**Continuance Resolution**”) out of the province of Ontario under the provisions of the *Business Corporations Act* (Ontario) (“**OBCA**”) and into the province of British Columbia under the provisions of the *Business Corporations Act* (British Columbia) (“**BCBCA**”), as more particularly described in the accompanying management information circular (the “**Circular**”);
7. To consider, and if though advisable, to approve a special resolution approving articles for the Company under the BCBCA which will incorporate an advance notice policy, as more particularly described in the Circular; and
8. 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 28<sup>th</sup> day of May, 2018.

**BY ORDER OF THE BOARD OF DIRECTORS**

/s/ “*Sergei Stetsenko*”

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**Sergei Stetsenko**  
**Director**