

GOLD STATE RESOURCES INC.
(formerly Cyon Exploration Ltd.)

Suite 404, 999 Canada Place, Vancouver, British Columbia, V6C 3E2
Telephone: +1-778-928-6565

NOTICE

OF ANNUAL GENERAL AND SPECIAL MEETING

MEETING INFORMATION

WHEN:

Friday, October 29, 2021 at 10:00 am (Pacific Time)

In light of the ongoing public health concern related to COVID-19 and in order to comply with measures imposed by the federal and provincial governments, the Company is encouraging shareholders and others not to attend the Meeting in person.

WHERE:

400, 999 Canada Place, Vancouver, BC, V6C 3E1
and

Telephone conference -

Within North America (Toll Free): 1-800-319-7310

Outside North America: +1-604-638-5353

Attendee Access Code: 317432

NOTICE IS HEREBY GIVEN that the 2021 annual general and special meeting (the “**Meeting**”) of shareholders of Gold State Resources Inc. (the “**Company**”) will be held at Suite 400, 999 Canada Place, Vancouver, British Columbia, by way of in-person/teleconference call, on Friday, October 29, 2021, at 10:00 a.m. (Pacific time).

The Meeting is to be held for the following purposes:

- (1) to receive the audited consolidated financial statements of the Company for the fiscal years ended March 31, 2021 and March 31, 2020, together with the auditor’s reports thereon, and the related management discussions and analyses;
- (2) to set the number of directors of the Company for the ensuing year at four (4) persons;
- (3) to elect Directors of the Company for the ensuing year;
- (4) to appoint WDM Chartered Professional Accountants, as the auditors of the Company for the ensuing year and to authorize the directors of the Company to fix the auditor’s remuneration;
- (5) approve an ordinary resolution to renew the Company’s Stock Option Plan for until the Company’s next annual general meeting, as more particularly described in the accompanying Information Circular; and
- (6) to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

An Information Circular accompanies this Notice. 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 Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

NOTE OF CAUTION CONCERNING COVID-19

At the date of this Notice and the accompanying Information Circular, it is the intention of the Company to hold the Meeting at the location stated above in this Notice. We are continuously monitoring development of the current coronavirus (COVID-19) outbreak (“COVID-19”). **In light Of evolving public health guidelines related to COVID-19, we ask Shareholders to consider voting their shares by proxy and not attend the meeting in person.**

Those Shareholders who do wish to attend the Meeting in person, should carefully consider and follow the instructions of the Federal Public Health Agency of Canada available at: <https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>. We ask that Shareholders also review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Do 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 immediately prior to the Meeting. All Shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the Information Circular accompanying this Notice.

The Company reserves the right to take any additional precautionary measures deemed to be necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak. Should any such changes to the Meeting format occur, the Company will announce any and all of these changes by way of news release, which will be filed under the Company’s profile on SEDAR at www.sedar.com. We strongly recommend you check the Company’s SEDAR profile prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Company will not prepare or mail amended Meeting Materials.

THE BOARD OF DIRECTORS AND MANAGEMENT REQUEST ALL SHAREHOLDERS VOTE BY PROXY AND NOT ATTEND THE MEETING IN PERSON.

In order to be valid and acted upon at the Meeting, proxies must be received **no later than 10:00 a.m. (Vancouver time) on Wednesday, October 27, 2021**, or not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time for holding the Meeting or any postponement(s) or adjournment(s) thereof. Failure to so deposit a form of proxy will result in its invalidation. Notwithstanding the foregoing, the chair of the Meeting has the discretion to accept proxies received after such deadline.

Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it according to the instructions set out in the form of proxy and in the 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 that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are a non-registered Shareholder.

Shareholders who wish to attend the Meeting in person must call the Company at +1(778) 928-6565 at least 48 hours prior to the date of the Meeting for further instructions on in-person attendance procedures.

DATED at Vancouver, British Columbia, this 21st day of September, 2021.

BY ORDER OF THE BOARD

“Brian Thurston”

Brian Thurston
Chief Executive Officer