

GOLD REACH RESOURCES LTD.

**Suite 888-700 West Georgia Street
Vancouver, British Columbia V7Y 1G5
Telephone No.: (604) 718-5454 Fax No.: (604) 662-3791**

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the Annual General Meeting (the “**Meeting**”) of shareholders of **Gold Reach Resources Ltd.** (the “**Company**”) will be held at the Coast Inn of the North, Prince George, British Columbia, on Wednesday, September 20, 2017, at 11:00 a.m., (Pacific Time), for the following purposes:

1. to receive the audited consolidated financial statements of the Company for its fiscal year ended March 31, 2017, together with the auditor’s report thereon;
2. to elect directors of the Company for the ensuing year (see “*Particulars of Matters to be Acted upon – 1. Election of Directors*” in the Company’s Information Circular);
3. to appoint DeVisser Gray LLP as Auditors of the Company for the ensuing year (see “*Particulars of Matters to be Acted upon – 2. Appointment of Auditor*” in the Company’s Information Circular); and
4. to consider and, if thought fit, approve an ordinary resolution to ratify, confirm and approve the Company’s Stock Option Plan for continuation until the next annual general meeting (see “*Particulars of Matters to be Acted upon – 3. Continuation of Stock Option Plan*” in the Company’s Information Circular).

No other matters are contemplated for consideration at the Meeting, 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.

The Company has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 (“**Notice-and-Access Provisions**”) for this Meeting. Notice-and-Access Provisions are a new set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to Shareholders by allowing the Company to post the Information Circular and any additional materials online. Shareholders will still receive this Notice of Meeting and a form of proxy or voting instruction form and may choose to receive a hard copy of the Information Circular. The Company will not use procedures known as ‘stratification’ in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some shareholders with a notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Information Circular.

The Company has posted copies of this Notice of Meeting, the Information Circular, the Proxy and the annual financials (together “**Proxy Materials**”), on the Company’s website at www.envisionreports.com/GoldReachAGM2017. Copies are also filed under the Company’s SEDAR profile at www.sedar.com. Any Shareholder who wishes to receive a paper copy of the Information Circular, should contact the Company at Suite 888, 700 West Georgia Street, Vancouver, British Columbia V7Y 1G5, or by telephone (604) 718-5454 or toll-free: 1-866-964-0492 or by fax: 604-662-3791. A Shareholder may also use the toll-free number noted above to obtain additional information about the Notice-and-Access Provisions up to and including the date of the Meeting, including any adjournment of the Meeting. Following the Meeting a Shareholder may call (604) 718-5454 to request information about the Meeting or paper copies of this Information Circular.

The Information Circular is available on the internet at www.envisionreports.com/GoldReachAGM2017 and under the Company's profile on SEDAR at www.sedar.com.

Any Shareholder who wishes to receive a paper copy of the Information Circular, should contact the Company's transfer agent, Computershare Trust Company of Canada ("Computershare"), toll-free at **1-866-962-0498 (within North America) or 1-514-982-8716 (from outside North America) and enter the control number as it appears on the Form of Proxy or Voting Instruction.** A Shareholder may also call toll-free 1-866-964-0492 to obtain additional information about the Notice-and-Access Provisions. In order to allow for reasonable time to be allotted for a Shareholder to receive and review a paper copy of the Information Circular and submit their vote prior to 11 a.m. (Pacific Time) on Monday, September 18, 2017 (the "Proxy Deadline"), any Shareholder wishing to request a paper copy of the Information Circular as described above, should ensure such request is received by Computershare before September 6, 2017. Under Notice-and-Access Provisions, Meeting related materials will be available for viewing for up to 1 year from the date of posting and a paper copy of the materials can be requested at any time during this period.

To obtain a paper copy of the Information Circular after the date of the Meeting, please contact the Company by e-mail at info@goldreachresources.com or by telephone at 604-718-5454 or toll free at 1-888-500-4587.

The Information Circular contains details of matters to be considered at the Meeting. **Please review the Information Circular before voting.**

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 in accordance with 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 not a registered shareholder.

DATED at Vancouver, British Columbia, August 9, 2017.

BY ORDER OF THE BOARD

"Shane Ebert"

Shane Ebert
President & Chief Executive Officer



**Notice of Availability of Proxy Materials for
GOLD REACH RESOURCES LTD. Annual General Meeting**

Meeting Date and Location:

When: September 20, 2017
11:00 am (Pacific Time)

Where: Coast Inn of the North, Prince George, BC,

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You are receiving this notice to advise that the proxy materials for the above noted securityholders' meeting are available on the Internet. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We remind you to access and review all of the important information contained in the information circular and other proxy materials before voting.

The information circular and other relevant materials are available at:

www.envisionreports.com/GoldReachAGM2017

OR

www.sedar.com

How to Obtain Paper Copies of the Proxy Materials

Securityholders may request to receive paper copies of the current meeting materials by mail at no cost. Requests for paper copies may be made using your Control Number as it appears on your enclosed Voting Instruction Form or Proxy. To ensure you receive the materials in advance of the voting deadline and meeting date, all requests must be received no later than September 10, 2017. If you do request the current materials, please note that another Voting Instruction Form/Proxy will not be sent; please retain your current one for voting purposes.

For Holders with a 15 digit Control Number:

Request materials by calling Toll Free, within North America - 1-866-962-0498 or direct, from Outside of North America - (514) 982-8716 and entering your control number as indicated on your Voting Instruction Form or Proxy.

To obtain a paper copy of the materials after the meeting, please contact the Company by e-mail at info@goldreachresources.com or by telephone at 604-718-5454 or toll free at 1-888-500-4587.

For Holders with a 16 digit Control Number:

Request materials by calling Toll Free, within North America - 1-888-500-4587 or direct, from Outside of North America - (604) 718-5454 and entering your control number as indicated on your Voting Instruction Form.

To obtain a paper copy of the materials after the meeting, please contact the Company by e-mail at info@goldreachresources.com or by telephone at 604-718-5454 or toll free at 1-888-500-4587.

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Securityholder Meeting Notice

The resolutions to be voted on at the meeting are listed below along with the Sections within the Information Circular where disclosure regarding the matter can be found.

1. **Election of Directors** - Particular of Matters to be Acted upon - 1. Election of Directors
2. **Appointment of Auditors** - Particular of Matters to be Acted upon - 2. Appointment of Auditor
3. **Stock Option Plan** - Particulars of Matters to be Acted upon - 3. Continuation of Stock Option Plan

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Voting

PLEASE NOTE - YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities you must vote using the methods reflected on your enclosed Voting Instruction Form or Proxy.

PLEASE VIEW THE INFORMATION CIRCULAR PRIOR TO VOTING

Annual Financial statement delivery

- No Annual Report (or Annual Financial Statements) is (are) included in this mailing