

GREENLAND RESOURCES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of Greenland Resources Inc. (the “**Corporation**”) will be held at 390 Bay St., Suite 612, Toronto, Ontario, M5H 2Y2 on December 18, 2018 at 9:00 a.m. (Toronto time). The purpose of the Meeting is for the Shareholders to:

1. elect four directors of the Corporation for the ensuing year;
2. to appoint UHY McGovern Hurley LLP as the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration; and
3. to consider, and if thought fit, to pass, with or without variation, a special resolution authorizing the board of directors of the Corporation (the “**Board**”) to consolidate Common Shares on the basis of a ratio of one (1) post-consolidation Common Share for up to three (3) pre-consolidation Common Shares, with effect on a date to be determined by the Board at its sole discretion; and
4. transact such other business as may properly be brought before the Meeting, or at any adjournment thereof.

An “ordinary resolution” is a resolution passed by at least a majority of the votes cast by Shareholders who voted in respect of that resolution at the Meeting. A “special resolution” is a resolution passed by at least two-thirds percent (66^{2/3}%) of the votes cast by Shareholders who voted in respect of that resolution at the Meeting.

The nature of the business to be transacted at the Meeting is described in further detail in the management information circular dated November 5, 2018 (the “**Circular**”).

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is November 2, 2018 (the “**Record Date**”). Shareholders whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

NOTICE-AND-ACCESS

The Corporation is utilizing the notice-and-access mechanism (“**Notice-and-Access Provisions**”) that came into effect on February 11, 2013 under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial Shareholders.

WEBSITE WHERE MEETING MATERIALS ARE POSTED

The Notice-and-Access Provisions are a new set of rules that allows reporting issuers to post electronic versions of meeting materials (such as management information circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Circular, form of proxy, financial statements of the Corporation for the year ended March 31, 2018 (“**Financial Statements**”) and management’s discussion and analysis of the Corporation’s results of operations and financial condition for the year ended March 31, 2018 (“**MD&A**”) may be found on the Corporation’s SEDAR profile at www.sedar.com and also on the Corporation’s website at www.greenlandresources.ca under “Investors”. The Corporation 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 this 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 Circular.

OBTAINING PAPER COPIES OF MATERIALS

The Corporation anticipates that using notice-and-access for delivery to all Shareholders will directly benefit the Corporation through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Shareholders with questions about notice-and-access can call the Corporation's transfer agent Capital Transfer Agency Inc. ("**Capital Transfer**") toll-free at 1-844-499-4482. Shareholders may also obtain paper copies of the Circular, Financial Statements and MD&A free of charge by contacting Capital Transfer at the same toll-free number or upon request to the Corporation's Corporate Secretary.

A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Corporation or Capital Transfer, as applicable, by no later than December 4, 2018 ("**Request Deadline**") in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting, December 18, 2018 at 9:00 a.m., or any adjournments or postponements thereof (the "**Proxy Deadline**"). If a Shareholder elects to receive a document in a physical form, the Corporation shall send to that person such document within seven (7) days of receipt of notice of that Shareholder's election, subject to the Request Deadline.

VOTING

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. A "beneficial" or "non-registered" Shareholder will not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting in person, or any adjournments or postponements thereof, are requested to complete, date and sign the enclosed form of proxy (registered holders) or voting instruction form (beneficial holders) and return it in the envelope provided.

A Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his duly executed form of proxy with the Corporation's transfer agent and registrar, Capital Transfer Agency Inc., 390 Bay St., Suite 920, Toronto, Ontario, M5H 2Y2, Fax: 416-350-5008 not later than 9:00 a.m. (Toronto time) on December 14, 2018, or, if the meeting is adjourned, not later than 48 hours, excluding Saturdays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR BEFORE VOTING.

DATED at Toronto, Ontario this 2nd day of November, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Ruben Shiffman"

Ruben Shiffman
Chairman