

# GAIA METALS CORP.

Suite 500, 666 Burrard Street, Vancouver, BC, V6C 3P6

Tel: (778) 945 2950 Fax: (604) 689 8199

[www.GaiaMetals.com](http://www.GaiaMetals.com)

Trading Symbol: TSX .V: GMC Frankfurt: R9G2 (WKN: A11575) OTCQB: RGDCD

## NOTICE OF ANNUAL GENERAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general meeting (the "Meeting") of **Gaia Metals Corp.** (the "Company") will be held at the offices of the Company, Suite 500, 666 Burrard Street, Vancouver, BC, V6C 3P6, on Monday, December 16, 2019, at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended March 31, 2019 and the accompanying reports of the auditors;
2. to set the number of directors of the Company for the ensuing year at three (3) persons;
3. to elect Adrian Lamoureux, Dusan Berka and Paul Chung as directors of the Company to hold office until the next annual meeting of the Company, or until such time as their successors are duly elected or appointed in accordance with the Company's constating documents;
4. to re-appoint Manning Elliott LLP, Chartered Accountants, as the auditors of the Company and to authorize the directors of the Company to fix the remuneration to be paid to the auditors;
5. to approve an ordinary resolution to ratify, confirm and approve the Company's 2019 Stock Option Plan, as described in the Information Circular accompanying this Notice of Meeting; and
6. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Company's board of directors has fixed November 6, 2019 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and are unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, TSX Trust Company, 200 University Ave., Suite 300, Toronto, ON, M5H 4H1, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) or by fax (416-595-9593) before the time and date of the Meeting (December 12, 2019, 10:00 a.m. Vancouver time) or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (an "Intermediary"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia this 14<sup>th</sup> day of November, 2019.

GAIA METALS CORP.

Per:

**SIGNED: "Adrian Lamoureux"**

Adrian Lamoureux, President and Chief Executive Officer