

GARIBALDI RESOURCES CORP.

1150 – 409 Granville Street
Vancouver, BC V6C 1T2
Telephone: (604) 488-8828 Fax: (604) 488-8871

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS OF GARIBALDI RESOURCES CORP.:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of shareholders of Garibaldi Resources Corp. (the “**Company**”) will be held at the offices of Clark Wilson LLP, 900 – 885 West Georgia Street, Vancouver, BC V6C 3H1 and via teleconference at 1.877.385.4099, participant number: 7862023# on Thursday, December 28, 2023, 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 financial period ended January 31, 2023, and accompanying report of the auditors;
2. to appoint Manning Elliott, Chartered Professional Accountants, as the auditors of the Company for the financial year ending January 31, 2024 and to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the financial year ending January 31, 2024;
3. to set the number of directors of the Company for the ensuing year at six (6);
4. to elect, individually, Steve Regoci, Barrie Di Castri, Jeremy Hanson, Greg Burnett, Dr. Craig Gibson and Dr. Raymond Goldie as the directors of the Company;
5. to consider and, if thought fit, to approve the Company’s 2023 Equity Incentive Plan, including approval of a 10% rolling plan for stock options and a fixed plan of 13,740,285 common shares for performance-based awards of restricted share units, performance share units and deferred share units, all as described in the accompanying management information circular;
6. to consider and, if thought fit, to approve the grant of 500,000 stock options to Sylvain LePage, which options are exercisable at an exercise price of \$0.45 per common share until September 27, 2028; and
7. 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 “**Notice of Meeting**”).

The board of directors of the Company has fixed November 21, 2023 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 holder of common shares 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 holder of common shares of the Company and are unable to join the Meeting by teleconference, please vote by following the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

In view of COVID-19, the Company asks that, in considering whether to attend the Meeting in person, shareholders follow the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/2019-novel-coronavirus-infection.html>). The Company encourages shareholders not to attend the Meeting in person if experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. To access the Meeting by teleconference, dial toll free at 1.877.385.4099, participant number: 7862023#.

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 retirement savings plan, retirement income fund, education savings plan or other similar 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 28th day of November, 2023.

By Order of the Board of Directors of

GARIBALDI RESOURCES CORP.

“Steve Regoci”

Steve Regoci

President, Chief Executive Officer and Director

PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING IN PERSON OR JOIN THE MEETING BY TELECONFERENCE, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED PROXY FORM AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED.