

GLADIATOR METALS CORP.
Suite 1012 – 1030 West Georgia Street
Vancouver, British Columbia, V6E 2Y6
info@gladiatormetals.com

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the shareholders (the “Meeting”) of Gladiator Metals Corp. (the "Company") will be held at Suite 1012 – 1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y6 on October 12, 2023, at 11:00 a.m. (Pacific Time) for the following purposes:

1. To receive and consider the consolidated financial statements of the Company together with the auditor's reports thereon for the financial years ended February 28, 2023.
2. To set the number of directors at four (4).
3. To elect directors for the ensuing year.
4. To appoint Smythe LLP, Chartered Professional Accountants, as Auditor of the Company for the ensuing year, and to authorize the directors to fix the Auditor’s remuneration.
5. To consider and, if thought fit, to pass an ordinary resolution of shareholders of the Company approving the continuation of the Company's 10% "rolling" share option plan, as more particularly described in the information circular accompanying this notice.
6. To consider and, if thought fit, to pass an ordinary resolution of shareholders of the Company approving the new restricted share unit plan, as more particularly described in the accompanying information circular accompanying this notice.
7. To consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or at any adjournment thereof.

In order to be valid and acted upon at the Meeting, proxies must be received no later than 11:00 a.m. (Pacific Time) on October 10, 2023 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.

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.

The audited financial statements for the year ended February 28, 2023, the report of the auditors and the related management discussion and analysis will be made available at the Meeting and are available on www.sedarplus.ca.

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 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 a non-registered Shareholder.

DATED at Vancouver, British Columbia, this 8th day of September, 2023.

BY ORDER OF THE BOARD

"Jason Bontempo

JASON BONTEMPO

Chief Executive Officer