

GFM RESOURCES LIMITED
Suite 2000 – 1066 West Hastings Street
Vancouver, BC, V6E 3X2, CANADA
Telephone: (+1) 604-925-2839

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general meeting (the “**Meeting**”) of shareholders of **GFM RESOURCES LIMITED** (the “**Corporation**”) will be held at Suite 2300, 1066 West Hastings Street, Vancouver, British Columbia, on Thursday, August 13 at 10:00 a.m., local time, for the following purposes:

1. To receive the consolidated financial statements of the Corporation for its financial year ended December 31, 2019, the report of the auditor thereon and the related management discussion and analysis;
2. To set the number of directors at four;
3. To elect directors of the Corporation for the ensuing year;
4. To appoint an auditor of the Corporation for the ensuing year and authorize the directors to fix the auditor’s remuneration; and
5. To ratify and confirm the Corporation’s share option plan for continuation.

A Management Proxy Circular accompanies this Notice. The Management Proxy 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.

Copies of the consolidated financial statements, report of the auditor and related management’s discussion and analysis for the year ended December 31, 2019 are available under the Corporation’s SEDAR profile at www.sedar.com. Please see “*Additional Information*” on page 15 of the Management Proxy Circular for information on how to view the financial documents.

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 complete another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Management Proxy Circular.

Beneficial (Non-registered) shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form and in the Management Proxy Circular 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.

DUE TO ONGOING CONCERNS RELATED TO THE SPREAD OF COVID-19, AND IN ORDER TOMITIGATE POTENTIAL RISKS TO THE HEALTH AND SAFETY OF THE CORPORATION’S SHAREHOLDERS, EMPLOYEES, COMMUNITIES AND OTHER STAKEHOLDERS, SHAREHOLDERS ARE ENCOURAGED NOT TO ATTEND THE MEETING IN PERSON. SHAREHOLDERS ARE STRONGLY ENCOURAGED TO VOTE ON THE MATTERS BEFORE THE MEETING BY PROXY AND TO JOIN THE MEETING BY TELECONFERENCE.

TELECONFERENCE NUMBERS:

Vancouver: 604-688-2602

Canada/USA Toll Free: 1-833-353-8610

Mexico Toll Free: 800-514 0357

ACCESS CODE: 8473253#

DATED at Vancouver, British Columbia, July 9, 2020.

BY ORDER OF THE BOARD

“Esteban Rivero González”

**Esteban Rivero González
President and Chief Executive Officer**