



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “Meeting”) of shareholders of GMV Minerals Inc. (the “Company”) will be held at Suite 2900, 550 Burrard Street, Vancouver, British Columbia, Canada V6C 0A3 at 10:00 a.m. (Pacific time) on Friday, December 13, 2019 for the following purposes:

1. To receive the report of the directors of the Company;
2. To receive the audited financial statements of the Company for the financial year ended June 30, 2019 and accompanying report of the auditor;
3. To set the number of directors of the Company at five for the ensuing year;
4. To elect the directors of the Company for the ensuing year;
5. To appoint Manning Elliott LLP, Chartered Accountants, as the auditor of the Company for the ensuing year at a remuneration to be fixed by the directors;
6. To consider and if thought fit, re-approve the stock option plan of the Company as required by the TSX Venture Exchange; and
7. To transact such other business as may properly come before the Meeting.

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. A copy of the Stock Option Plan of the Company is available for inspection by shareholders at the Company’s registered and records office at Suite 2900, 550 Burrard Street, Vancouver, British Columbia, Canada V6C 0A3 during usual business hours prior to the Meeting.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1 by 10:00 a.m. (Pacific time) on Wednesday, December 11, 2019 or at least 48 hours (excluding Saturdays, Sundays and holidays) before the time that the Meeting is to be reconvened after any adjournment of the Meeting.

If you are a non-registered shareholder of the Company and received a voting instruction form from Computershare Investor Services Inc., please complete and return the form in accordance with the instructions provided in the Information Circular and on the voting instruction form.

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 security on your behalf (the “Intermediary”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, November 12, 2019.

GMV MINERALS INC.

“Ian Klassen”

Ian Klassen

President, CEO & Director