



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general meeting (the “**Meeting**”) of the shareholders of Getchell Gold Corp. (the “**Company**”) will be held at on:

SEPTEMBER 17, 2021

at 1:00 p.m. (Pacific Daylight Time), for the following purposes:

1. to receive the annual financial statements of the Company for its fiscal year ended March 31, 2021, together with the report of the auditor thereon;
2. to fix the number of directors of the Company at four (4);
3. to elect directors of the Company for the ensuing year;
4. to re-appoint Smythe LLP, Chartered Professional Accountants as the auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration of the auditor;
5. to adopt and approve the Company’s stock option plan, as more particularly described in the accompanying management information circular (the “**Information Circular**”); and
6. to consider and, if deemed advisable, to approve, with or without variation, a special resolution authorizing the continuance of the Company from the Province of Ontario to the Province of British Columbia, including the adoption of new articles and notice of articles, as more particularly described in the accompanying Information Circular; and
7. to transact any other business which may properly come before the Meeting, or any adjournment or postponement thereof.

This year, as part of our corporate social responsibility in response to COVID-19, and in order to mitigate potential risks to the health and safety of our shareholders, employees, communities and other stakeholders, the Company will not be permitting in person voting at the Meeting, and shareholders must vote by proxy in advance of the Meeting in order to have their votes counted. The Meeting will be deemed to be held at Suite #1200 – 750 West Pender Street, Vancouver, British Columbia, Canada; however, **the Meeting will be held in virtual only format, which will be conducted via telephone conference and shareholders must vote by proxy in advance of the Meeting in order to have their votes counted. You will not be able to attend the Meeting in person.** Registered Shareholders and validly appointed proxyholders may attend the Meeting by calling **1-833-333-2588** (toll-free in Canada and the United States). All callers will be prompted to enter the following participant PIN upon entering the teleconference: **6595**. Registered Shareholders who attend the virtual Meeting will have an equal opportunity to participate at the Meeting, regardless of their geographic location.

Accompanying this Notice of Meeting is an Information Circular, a form of proxy (“**Proxy**”) or voting instruction form (“**Voting Instruction Form**”), and a financial statements request card whereby shareholders can request to be added to the Company’s supplemental mailing list. The Information Circular provides more detailed information relating to the matters to be addressed at the Meeting and forms part of this Notice.

Notice-and-access - As permitted by Canadian securities regulators, the Company is using “notice-and-access” to deliver the Information Circular to registered and non-registered shareholders. This means that the Information Circular is being posted online for you to access, rather than being mailed out. This Notice includes information on how to access the Information Circular online and how to request a paper copy.

SHAREHOLDERS ARE REMINDED TO READ THE INFORMATION CIRCULAR CAREFULLY BEFORE VOTING.

Where you can access the Information Circular - The Information Circular can be accessed online at the Company's website at <https://www.getchellgold.com/>. The Information Circular can also be accessed under the Company's profile on SEDAR at www.sedar.com.

The Board of Directors has fixed the close of business on August 3, 2021 as the record date for determining shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournment or postponement of the Meeting. A shareholder entitled to vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his/her stead.

Voting - Due to the COVID-19 pandemic and issues related to the verification of shareholder identity via teleconference, in person voting will not be permitted at the Meeting. To vote your securities, you must vote using the method set out in the enclosed Proxy or Voting Instruction Form.

Registered Holders - In order to be voted, the completed Proxy must be received by the Company's registrar and transfer agent, Capital Transfer Agency (the "**Transfer Agent**") at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of Ontario) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof. Registered Shareholders electing to submit a Proxy may do so by completing, dating and signing the enclosed form of Proxy and returning it to the Company's transfer agent, Capital Transfer Agency, in accordance with the instructions on the Proxy.

Beneficial Holders - Are asked to return their voting instructions using the methods noted on your Voting Instruction Form.

How to request a paper copy of the Information Circular - Upon request, the Company will provide a paper copy of the Information Circular to any shareholder, free of charge, for a period of one year from the date the Information Circular is filed on SEDAR. You may request a paper copy before the Meeting by emailing info@getchellgold.com with your request and mailing address or by calling 1-844-499-4482 (toll free in Canada and the United States) or +1-416-350-5007 (outside North America). If your request is made before September 17, 2021, the Information Circular will be sent to you within three business days of receipt of your request. If the request is made on or after September 16, 2021, the Information Circular will be sent to you within ten calendar days of receiving your request. To ensure receipt of the paper copy in advance of the voting deadline and Meeting date, we estimate that your request must be received no later than 4:00 p.m. (Vancouver time) on September 1, 2021 (ten business days before the Meeting).

Shareholders with questions about notice and access may receive further information by calling 1-844-499-4482 (toll free) or 1-303-517-8764.

DATED at Vancouver, British Columbia, this 3rd day of August, 2021.

ON BEHALF OF THE BOARD OF DIRECTORS

By: "William S. Wagener"
William S. Wagener, Chief Executive Officer

Please submit the accompanying Proxy or Voting Instruction Form well in advance of the voting deadline of 1:00 p.m. (PST) on September 15, 2021 or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time to which the Meeting may be adjourned or postponed. In person voting will not be permitted at the Meeting due to the COVID-19 pandemic. The accompanying Information Circular provides further information respecting proxies and the matters to be considered at the Meeting and is deemed to form part of this notice of meeting.

These shareholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.