

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

TO THE SHAREHOLDERS:

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 Cozen O’Connor LLP, Bentall 5, 550 Burrard Street, Suite 2501, Vancouver, British Columbia, V6C 2B5, on Monday, December 30, 2024, at the hour of 10:00 AM PST for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended January 31, 2024, and the 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, 2025 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, 2025;
3. to set the number of directors of the Company 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 re-approve and confirm the Company’s 2023 Equity Incentive Plan, including re-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 (the “**Information Circular**”); and
6. 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 Company’s board of directors has fixed November 21, 2024 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 shareholder 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.

Postal Strike

The Company is relying on CSA Coordinated Blanket Order 51-931 (the “**Order**”) for exemption from the requirements to send proxy-related materials (the “**Meeting Materials**”) for Meeting due to the current delays and suspension of mail service in Canada due to the nationwide strike of the Canadian Union of Postal Workers that commenced on November 15, 2024 (the “**Postal Strike**”).

The Company confirms that it has satisfied all of the conditions to rely on the Order.

The Meeting Materials are accessible on the Company's profile on SEDAR+ at www.sedarplus.ca and on the Company's website at www.garibaldiresources.com. Shareholders of the Company are encouraged to access the Meeting Materials directly through the above-mentioned websites, or they may contact Steve Regoci, the Company's Chief Executive Officer, at 604-488-8828, or by email at info@garibaldiresoures.com to request electronic copies of the Meeting Materials. In the event that the Postal Strike ends prior to the Meeting, the Company will mail the Meeting Materials in the normal course, but there can be no assurance that the Meeting Materials will be received by the shareholders prior to the Meeting.

The Company encourages shareholders to vote at the Meeting. Proxies must be received by no later than 10:00 AM PST on December 24, 2024.

How Registered Shareholders Can Vote

Registered shareholders are shareholders who hold their shares directly in the Company, and not through a brokerage account or depository company. The Company is advised that registered shareholders may submit their votes by proxy by completing the form of proxy available on the Company's SEDAR+ profile or on the Company's website and sending the completed proxy to Computershare by email at service@computershare.com. Registered shareholders who require assistance submitting their votes by proxy may contact Computershare toll-free between the hours of 8:30 AM and 8:00 PM EST at 1-800-564-6253 or email at service@computershare.com.

How Beneficial Shareholders Can Vote

Beneficial shareholders are shareholders who hold their investment through a brokerage house, depository company or other intermediary. Beneficial shareholders should contact their brokerage house or depository company or other intermediary and ask to obtain their voting control number and the steps of how to vote, which could include internet voting, completing a form of proxy and emailing it, directing your broker over the phone on how you wish to vote or some other method as described by your brokerage house or depository company.

Financial Statements and MD&A

Copies of the Company's annual financial statements and related management discussion and analysis for the year ended January 31, 2024, as well as interim financial statements and related management discussion and analysis for the quarterly periods ended April 30, 2024 and July 31, 2024 (collectively, the "**Financial Statements and MD&A**") have been filed and are available on the Company's SEDAR+ profile at www.sedarplus.ca.

The Company will provide physical copies of the Financial Statements and MD&A to securityholders upon request by phone at 604-488-8828, or by email at info@garibaldiresoures.com. Following the conclusion of the Postal Strike, shareholders requesting Financial Statements and MD&A will be delivered those documents in the ordinary course.

As always, the Company encourages shareholders to vote prior to the Meeting. Shareholders are encouraged to vote on the matters before the Meeting by proxy.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please vote by proxy 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.

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, or 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 (each, 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, 2024.

By Order of the Board of Directors of

GARIBALDI RESOURCES CORP.

“Steve Regoci”

Steve Regoci
President, Chief Executive Officer
and Director