

## NOTICE OF ANNUAL GENERAL MEETING

**WHEN:**

Tuesday, June 29, 2021  
10:00 a.m. (Vancouver time)

**ONLINE AT:**

<https://web.lumiagm.com/467121787>  
Password: greatbear2021 (case sensitive)

We will cover the following items of business:

1. Receive our consolidated financial statements for the financial year ended December 31, 2020 and the auditor's report thereon.
2. Elect directors to hold office until our 2022 annual general meeting of shareholders.
3. Ratify the appointment of Deloitte LLP as the Corporation's auditor and appoint them for the upcoming year, and to authorize the directors to fix the remuneration of the auditor.
4. Approve the amendments to the share option plan.
5. Approve the amendments to the restricted share unit and deferred share unit compensation plan.
6. Transact any other business that may properly come before the meeting.

You are entitled to receive this notice and vote at our 2021 annual general meeting of shareholders (the **Meeting**) if you owned Great Bear Resources Ltd. (**Great Bear** or the **Corporation**) shares as of the close of business on May 25, 2021 (the record date for the Meeting).

**This year, out of an abundance of caution, to proactively deal with the unprecedented health impact of COVID-19, to mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders, and in compliance with current government direction and advice to which we will continue to adhere between the date of this management information circular (the *Circular*) and the date of the Meeting, we will hold our Meeting in a virtual only format, via live audiocast. Shareholders will have an equal opportunity to participate in the Meeting online regardless of their geographic location.**

Registered shareholders and duly appointed proxyholders can attend the Meeting online at <https://web.lumiagm.com/467121787> where they can participate, vote, or submit questions during the Meeting's live audiocast. Non-registered shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests, but guests will not be able to vote at the Meeting.

This notice and the Circular will be available on Great Bear's website at [www.greatbearresources.ca/investors/shareholder-meetings](http://www.greatbearresources.ca/investors/shareholder-meetings) and under Great Bear's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

The Circular contains important information about what the Meeting will cover, who can vote and how to vote. Please read it carefully. It is important that you exercise your right to vote. Any proxies to be used or acted on at the Meeting must be deposited with Great Bear's transfer agent, Computershare Investor Services Inc. (**Computershare**). Computershare must receive your proxy by 10:00 a.m. (Vancouver time) on June 25, 2021, or at least 48 hours (excluding Saturdays, Sundays and statutory holidays in British Columbia) prior to the time of any

adjournment or postponement of the Meeting. The Chair of the Meeting has the discretion to accept or reject late proxy forms.

If you have questions or need assistance with the completion and delivery of your form of proxy or voting instruction form, please contact Great Bear's proxy solicitation agent and shareholder communications advisor, Laurel Hill Advisory Group, by telephone at 1-877-452-7184 (toll-free in North America) or +1-416-304-0211 (for international calls) or by e-mail at [assistance@laurelhill.com](mailto:assistance@laurelhill.com).

**DATED** at Vancouver, British Columbia this 26th day of May, 2021.

**By Order of the Board of Directors**

*(signed) Chris Taylor*

Director & Chief Executive Officer