

GFM RESOURCES LIMITED
Suite 1100 – 1111 Melville Street
Vancouver, BC, V6E 3V6, 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 1100, 1111 Melville Street, Vancouver, British Columbia, on Wednesday, June 30, 2021 at 10:00 a.m. (Pacific Time).

Due to ongoing concerns related to the current coronavirus pandemic (“COVID-19”), and in order to mitigate 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

In light of the ongoing public health concerns related to the current coronavirus pandemic (“COVID-19”) and in order to comply with measures imposed by the federal and provincial governments, the Corporation is encouraging Shareholders and others not to attend the Meeting in person, but instead to submit their votes by proxy well in advance of the Meeting proxy deadline of 10:00 a.m. (Pacific Time) on June 28, 2021. Shareholders wishing to attend the Meeting in person must call the Corporation at (604) 925-2839 at least 48 hours prior to the date of the Meeting for further instructions on in-person attendance procedures.

As of the date of this Notice, we intend to hold the Meeting in physical face-to-face format and include video conferencing so shareholders can listen to the Meeting in real time. Details for the video conferencing will be made available on the Corporation’s website prior to the Meeting. We are continuously monitoring the current coronavirus pandemic. In light of rapidly evolving news and guidelines related to COVID-19, we ask that, in considering whether to attend the Meeting in person, Shareholders follow instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>) and any applicable additional provincial and local health department instructions. You should not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days prior to the Meeting. **In order to minimize group sizes and respect social distancing regulations, all Shareholders are urged to vote on the matters before the Meeting by proxy, which proxy can be submitted electronically or by mail as described in the accompanying Information Circular.** We reserve the right to take any additional precautionary measures we deem appropriate in relation to the Meeting in response to further developments in respect of COVID-19. Should any changes to the Meeting format occur, the Corporation will announce any and all changes by way of news release, which will be filed under the Company’s profile at www.sedar.com. In the event of any changes to the Meeting format due to COVID-19, the Corporation will **not** prepare or mail amended Meeting materials.

Shareholders who intend to attend the Meeting via video conference must **submit votes by Proxy ahead of the proxy deadline of 10:00 a.m. (Pacific Time) on June 28, 2021**. Attendance by video conference allows Shareholders to listen to, but not to vote at, the Meeting.

Purposes of the Meeting

The Meeting is to be held for the following purposes:

1. To receive the consolidated financial statements of the Corporation for its financial year ended December 31, 2020, 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, 2020 were filed on SEDAR on March 24, 2021 and are available under the Corporation's SEDAR profile at www.sedar.com. Please see "Additional Information" on page 17 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.

DATED at Vancouver, British Columbia, May 25, 2021

BY ORDER OF THE BOARD

"Esteban Rivero González"

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