

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual and Special General Meeting of the shareholders of **GALORE RESOURCES INC.** (the "Company") will be held electronically by teleconference on **Tuesday, December 22, 2020**, at the hour of 10:30 A.M., Pacific Time, for the following purposes:

1. To receive and consider the report of the Directors and the financial statements of the Company, together with the auditor's report thereon for the financial year ended March 31, 2020.
2. To fix the number of Directors at three.
3. To elect Directors for the ensuing year.
4. To appoint DeVisser Gray LLP as auditor for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the auditor.
5. To consider and if thought appropriate by the Company's Board of Directors, pass with or without amendment, an ordinary resolution approving the consolidation of all of the issued and outstanding Common Shares of the Company, on a maximum basis of ten (10) pre-consolidated Common Shares for one (1) post consolidated Common Share, or such lesser number of pre-consolidated Common Shares as may be approved by the Board of Directors.
6. To ratify and approve the previous grant of 1,650,000 incentive stock options to insiders on November 13, 2018, resulting in insiders as a group at that time, holding a total number of options which exceeded 10% of the total number of issued and outstanding shares of the Company;
7. To ratify and approve the previous grant of 425,000 incentive stock options to an insider on August 13, 2019, resulting in that insider at that time, holding a total number of options which exceeded 5% of the total number of issued and outstanding shares of the Company;
8. To ratify and approve the previous grant of 1,300,000 incentive stock options to insiders on May 12, 2020, resulting in insiders as a group at that time, holding a total number of options which exceeded 10% and an insider individually holding options in excess of 5%, of the total number of issued and outstanding shares of the Company; and
9. To transact such further or other business as may properly come before the Meeting and any adjournments thereof.

SHAREHOLDERS WILL NOT BE ABLE TO ATTEND THE MEETING IN PERSON

To proactively deal with the unprecedented public health impact of the Coronavirus (COVID-19) and in order to mitigate potential risks to shareholders, and the Company's employees, communities and other stakeholders, and based on government recommendations and mandates to avoid large gatherings, the Meeting will be held electronically by teleconference. Shareholders attending via teleconference will be afforded the opportunity to ask questions of management at the conclusion of the meeting.

To participate or submit questions during the Meeting, please refer to the following dial-in instructions:

Canada / USA: 1 – 866 – 512 - 0904

Participant Code: 8063245

Only holders of record of common shares of the Company at the close of business on November 17, 2020 will be entitled to vote in respect of the matters to be voted on at the Meeting or any adjournment thereof. **Your vote is important regardless of the number of common shares of the Company you own.**

To be effective, the proxy must be deposited at the office of the Registrar and Transfer Agent of the Company, Computershare Investor Services Inc., before 10:30am (Pacific Time) on December 18, 2020.

DATED this 17th day November, 2020

BY ORDER OF THE BOARD

James Michael McMillan

James Michael McMillan, President, CEO and
Director