



## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**TO BE HELD ON OCTOBER 26, 2022**

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of shareholders of Gunpoint Exploration Ltd. (the “**Company**”) will be held at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia on Wednesday, October 26, 2022 at 10:00 a.m. (Pacific Time) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the financial year ended December 31, 2021, and the auditor’s report thereon;
2. to fix the number of directors of the Company at five;
3. to elect five directors for the ensuing year;
4. to appoint the Company’s auditor, Saturna Group Chartered Professional Accountants LLP, for the ensuing year and to authorize the directors to fix their remuneration;
5. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to ratify and approve the Company’s “rolling 10%” stock option plan, as amended, as more fully described in the accompanying management information circular (the “**Circular**”);
6. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to ratify and approve the Company’s advance notice policy, as more fully described in the Circular; and
7. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The Circular, Proxy form and Financial Statement Return Form also accompany this Notice of Meeting.

Only shareholders of record at the close of business on September 20, 2022 will be entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. Shareholders who are unable to or who do not wish to attend the Meeting in person are requested to date and sign the enclosed Proxy form promptly and return it in the self-addressed envelope enclosed for that purpose or by any of the other methods indicated on the Proxy form. To be used at the Meeting, proxies must be received by Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1 no later than 48 hours (excluding Saturdays, Sundays or holidays) before the time of the Meeting, or any adjournment thereof, or received by the chair of the Meeting before the commencement of the Meeting, or any adjournment thereof. If a registered shareholder receives more than one Proxy form because such shareholder owns shares registered in different names or addresses, each Proxy form should be completed and returned.

Dated at Vancouver, British Columbia this 28<sup>th</sup> day of September, 2022.

BY ORDER OF THE BOARD

*“P. Randy Reifel”*

P. RANDY REIFEL  
President