



GESPEG RESOURCES LTD.

**Complexe Du Canal Lachine
4710 – Rue St-Ambroise, Local #308
Montréal QC H4C 2C7**

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Take notice that the annual general meeting of shareholders (the “**Meeting**”) of Gespeg Resources Ltd. (the “**Company**”) will be held at the offices of McMillan LLP, 1055 West Georgia Street, Suite 1500, Vancouver, British Columbia, on Monday, January 20, 2020 at 11:00 a.m. (Pacific Time), for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended April 30, 2019, the report of the auditor thereon and the related management discussion and analysis;
2. to elect directors of the Company for the ensuing year;
3. to appoint Davidson & Company LLP, Chartered Professional Accountants, as auditors for the ensuing year and to authorize the directors to fix their remuneration; and
4. to consider, and if deemed advisable, pass, with or without variation, an ordinary resolution approving the Company’s 10% rolling share option plan for continuation.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. The Meeting will consider any permitted amendment to or variation of any matter identified in this Notice and will transact such other business as may properly come before the Meeting or any adjournment thereof.

Copies of the audited financial statements for the year ended April 30, 2019, the report of the auditor thereon, and the related management discussion and analysis will be made available at the Meeting and are available at www.sedar.com.

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 another suitable form of proxy, and deliver it by fax, by hand, by mail, or via internet voting, in accordance with the instructions set out in the form of proxy and in the Information Circular prepared for the Meeting.

Unregistered 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 Information Circular to ensure their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

Dated at Montréal, Québec, this 23rd day of December, 2019.

BY ORDER OF THE BOARD

“Sylvain Laberge”

**Sylvain Laberge
President and Chief Executive Officer**