

**GUNGNIR RESOURCES INC.**  
**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “Meeting”) of the shareholders (the “Shareholders”) of Gungnir Resources Inc. (the “Company”) will be held at the boardroom, Suite 404, 1688 – 152 Street, Surrey, British Columbia, at the hour of 11 o’clock in the morning (Pacific Time), on Wednesday, September 11, 2019, and at any adjournment thereof, for the following purposes.

1. To re-appoint DeVisser Gray, LLP Chartered Accountants, as auditors for the ensuing year and to authorize the directors to fix their remuneration for the ensuing year.
2. To fix the number of directors for the ensuing year at four (4).
3. To elect directors for the ensuing year.
4. To re-confirm the 2014 Rolling Stock Option Plan.
5. To consider other matters, including, without limitation, such amendments or variations to any of the foregoing resolutions, as may properly come before the Meeting or any adjournment thereof.

Specific details of the above items of business are contained in the Circular, which accompanies this Notice and together with the management’s Instrument of Proxy, which also accompanies this Notice, will form a part, thereof and must be read in conjunction with this Notice.

Shareholders of record at the close of business on August 6, 2019 will be entitled to notice of and to attend and vote at, the Meeting.

Shareholders who are unable to attend the Meeting in person are requested to read the notes (the “Notes”) accompanying the Instrument of Proxy enclosed therewith and then complete, sign and return the Instrument of Proxy within the time set out in the Notes. A proxy will not be valid unless it is deposited at the office of Computershare Trust Company of Canada, Proxy Dept. 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 (facsimile in North America 1-866-249-7775; outside North America 416-263-9524) before 11:00 pm eastern time on Monday September 9, 2019.

DATED at Surrey, British Columbia, this 7th day of August, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

*“Chris Robbins”*

Chris Robbins

Director

**Shareholders are entitled to vote at the meeting either in person or by proxy. If it is not your intention to be present at the meeting, please exercise your right to vote by promptly signing, dating and returning the proxy in the envelope provided or by voting online based on the instructions enclosed within the proxy package.**

**If you are a not a registered shareholder of the Company and received these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.**