



Gray Rock Resources Ltd. Suite 900 • 570 Granville Street • Vancouver, BC • V6C 3P1

## NOTICE OF ANNUAL GENERAL & SPECIAL MEETING

TAKE NOTICE that the 2017 Annual General & Special Meeting of the Shareholders of Gray Rock Resources Ltd. (hereinafter called the "Company") will be held at Suite 900 - 570 Granville Street, Vancouver, British Columbia V6C 3P1 on **Tuesday, June 20, 2017** at 11:00 a.m. (Vancouver time) for the following purposes:

1. to receive the Report of the Directors;
2. to receive the financial statements of the Company for its fiscal year ended December 31, 2016 and the report of the Auditors thereon;
3. to appoint Auditors for the ensuing year and to authorize the Directors to fix their remuneration;
4. to determine the number of directors and to elect directors;
5. to ratify the 10% Rolling Stock Option Plan as described in the accompanying Information Circular; and
6. to transact such other business as may properly come before the Meeting.

Accompanying this Notice are Information Circular dated May 16, 2017, Form of Proxy, and a Request Form to receive annual and interim financial statements and management discussion and analysis. The accompanying Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice.

Shareholders are entitled to vote at the Meeting either in person or by proxy in accordance with the procedures described in the Information Circular accompanying this Notice. Those who are unable to attend the meeting are requested to read, complete, sign, and mail the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Information Circular accompanying this Notice.

DATED at Vancouver, British Columbia, this 16<sup>th</sup> day of May, 2017.

### BY ORDER OF THE BOARD OF DIRECTORS

*"David Wolfin"*

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David Wolfin  
President & Chief Executive Officer

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