

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

**WHEN:**

Thursday, July 22, 2021  
1:00 p.m. (Vancouver time)

**LOCATION**

#2600 – 595 Burrard Street  
Vancouver, BC V7X 1L3

We will cover the following items of business:

1. Receive our financial statements for the period from the date on incorporation on January 31, 2020 to December 31, 2020 and the auditor's report thereon.
2. Elect directors to hold office until our 2022 annual general meeting of shareholders.
3. Appoint the Corporation's auditor for the upcoming year and authorize the directors to fix the remuneration of the auditor.
4. To consider, and if deemed advisable, to pass an ordinary resolution to re-approve the Share Option Plan, as more fully described in the accompanying management information circular.
5. To consider, and if deemed advisable, to pass an ordinary resolution to confirm, ratify and approve the Advance Notice Policy, as more fully described in the accompanying management information circular.
6. Transact any other business that may properly come before the meeting.

You are entitled to receive this notice and vote at our 2021 annual general and special meeting of shareholders (the **Meeting**) if you owned Great Bear Royalties Corp. (**Great Bear** or the **Corporation**) shares as of the close of business on June 14, 2021 (the record date for the Meeting).

This notice and the Management Information Circular (the **Circular**) will be available under Great Bear's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

The Circular contains important information about what the Meeting will cover, who can vote and how to vote. Please read it carefully. It is important that you exercise your right to vote. Any proxies to be used or acted on at the Meeting must be deposited with Great Bear's transfer agent, Computershare Investor Services Inc. (**Computershare**). Computershare must receive your proxy by 1:00 p.m. (Vancouver time) on July 20, 2021, or at least 48 hours (excluding Saturdays, Sundays and statutory holidays in British Columbia) prior to the time of any adjournment or postponement of the Meeting. The Chair of the Meeting has the discretion to accept or reject late proxy forms.

**DATED** at Vancouver, British Columbia this 15th day of June, 2021.

**By Order of the Board of Directors**

*(signed) John Robins*

Director & Chief Executive Officer