

GRIZZLY DISCOVERIES INC.
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**Common Shares**”) of Grizzly Discoveries Inc. (the “**Company**”) will be held at Suite 100, 11450 160 Street NW, Edmonton, Alberta on January 4, 2024 at the hour of 1:00 p.m. (Edmonton time) for the following purposes:

1. to receive and consider the financial statements for the year ended July 31, 2022 and the auditor’s report thereon;
2. to receive and consider the financial statements for the year ended July 31, 2023 and the auditor’s report thereon;
3. to fix the number of Directors to be elected at the Meeting at four (4);
4. to elect Directors for the ensuing year;
5. to appoint auditors for the ensuing year and to authorize the Directors to fix their remuneration;
6. to consider and, if deemed advisable, to ratify, confirm and approve the Company’s stock option plan (the “**Stock Option Plan**”);
7. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

Shareholders are referred to the accompanying Information Circular dated November 27, 2023 for more detailed information with respect to the matters to be considered at the Meeting.

The Directors have fixed November 28, 2023 as the record date (the “**Record Date**”). Holders of Common Shares of record at the close of business the Record Date are entitled to notice of the Meeting and to vote thereat or at any adjournment thereof, except to the extent that a person has transferred any Common Shares after that date and the new holder of such Common Shares establishes proper ownership and requests, not later than ten days before the Meeting, to be included in the list of shareholders eligible to vote at the Meeting.

Dated at the City of Edmonton, in the Province of Alberta, this 27th day of November, 2023.

BY ORDER OF THE BOARD OF DIRECTORS



Brian Testo
President and Chief Executive Officer

If you are a registered shareholder of the Company and are unable to attend the Meeting in person, please date and sign the enclosed form of proxy and return it in the envelope provided. All proxies, to be valid, must be received by Computershare Trust Company of Canada, the Transfer Agent of the Company at 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 no later than 1:00 p.m. on the day that is two (2) business days prior to the meeting date or any adjournment thereof. If you are an unregistered shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or intermediary.