



NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the special meeting (the “**Meeting**”) of the shareholders (“**GLDL Shareholders**”) of Gold Line Resources Ltd. (“**GLDL**”) will be held at Suite 3123 – 595 Burrard Street, Vancouver, British Columbia on February 15, 2024, at 10:00 a.m. (Vancouver Time) for the following purposes:

1. to consider, pursuant to an interim order of the Supreme Court of British Columbia (the “**Court**”) dated January 16, 2024 (the “**Interim Order**”), and, if thought advisable, to pass, with or without variation, a special resolution (the “**Arrangement Resolution**”) the full text of which is set forth in Schedule A to the accompanying information circular dated January 17, 2024 (the “**Information Circular**”), to approve a plan of arrangement under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) (“**BCBCA**”) whereby, subject to the terms and conditions of the arrangement agreement dated December 12, 2023 between GLDL and Barsele Minerals Corp. (“**Barsele**”), among other things: (a) holders of common shares of GLDL (the “**GLDL Shares**”) will receive, as compensation, 0.7382 of a common share of Barsele for each GLDL Share held; (b) GLDL will become a wholly-owned subsidiary of Barsele; and (c) Barsele will acquire all of the issued and outstanding GLDL Shares; and
2. to transact such other business, including amendments to the foregoing, as may properly come before the Meeting or any adjournment or adjournments thereof.

A detailed discussion about the arrangement (the “**Arrangement**”) and related matters is set out in the accompanying Information Circular. The Information Circular also contains copies of the Arrangement Resolution, the plan of arrangement that will implement the Arrangement (the “**Plan of Arrangement**”), the Interim Order and a notice of hearing of petition for the final order in respect of the Arrangement.

The Arrangement is subject to shareholder approval pursuant to the Interim Order of the Court. Before the Arrangement can become effective, it must be approved by a final order of the Court (the “**Final Order**”). A copy of the Interim Order and the proposed form of the Final Order are attached as Schedules F and H, respectively, to the Information Circular.

The board of directors of GLDL (the “**Board**”) has fixed January 15, 2024 as the record date (the “**Record Date**”) for the determination of the GLDL Shareholders entitled to receive notice of, and to vote at, the Meeting. Only persons who are GLDL Shareholders at the close of business on the Record Date are entitled to vote at the Meeting, either in person or by proxy, as described in the Information Circular under the heading “*General Information Concerning the Meeting and Voting*”. Only registered GLDL Shareholders, or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting. For information with respect to GLDL Shareholders who own their GLDL Shares beneficially through an intermediary, see “*General Information Concerning the Meeting and Voting – Voting By Beneficial Shareholders*” in the Information Circular.

AND TAKE NOTICE THAT registered GLDL Shareholders have the right to dissent under Division 2 of Part 8 of the BCBCA, with respect to the Arrangement Resolution and the Arrangement and, if the Arrangement Resolution becomes effective, to be paid the fair value of their GLDL Shares in accordance

with the provisions of section 245 of the BCBCA as modified by the Plan of Arrangement and the Interim Order. The right of registered GLDL Shareholders to dissent is more particularly described in the Information Circular under the heading “*The Arrangement – Dissent Rights*”. **Failure to strictly comply with the requirements with respect to the dissent rights set forth in the BCBCA (as described in the Interim Order and Plan of Arrangement) may result in the loss of any right to dissent. Persons who are beneficial owners of GLDL Shares registered in the name of a broker, custodian, nominee or other intermediary and who wish to dissent must make arrangements for the GLDL Shares beneficially owned by them to be registered in their name before the time the written objection to the Arrangement Resolution is required to be received by GLDL, or alternatively, make arrangements for the registered holder of their GLDL Shares to dissent on their behalf.**

The Information Circular provides additional information relating to the matter to be dealt with at the Meeting and is deemed to form part of this Notice. In addition to this Notice and the Information Circular is a form of proxy for use at the Meeting. Any adjourned meeting resulting from an adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Registered GLDL Shareholders who are unable to attend the Meeting in person and who wish to ensure that their GLDL Shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Beneficial (non-registered) GLDL 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 that their GLDL Shares will be voted at the Meeting. If you hold your GLDL Shares in a brokerage account you are a beneficial (non-registered) GLDL Shareholder.

To be effective, the proxy must be duly completed and signed and then deposited with GLDL’s registrar and transfer agent, Computershare Trust Company of Canada. (“**Computershare**”) by: (a) by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail to 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 or by hand delivery at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9; (b) use a touch-tone phone to transmit voting choices to the toll free number given in the proxy, registered GLDL Shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll free number, the holder’s account number and the proxy access number; or (c) log on to Computershare’s website at www.investorvote.com, registered GLDL Shareholders must follow the instructions provided on the website and refer to the proxy for the holder’s account number and the proxy access number.

Regardless of the method a registered GLDL Shareholder chooses to submit their proxy, they must ensure that the proxy is received by Computershare no later than 10:00 a.m. (Vancouver Time) on February 13, 2024, being at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof.

DATED at Vancouver, British Columbia, this 17th day of January, 2024.

BY ORDER OF THE BOARD

“*Taj Singh*”

Taj Singh
Chief Executive Officer and Director