



# **SKEENA**

RESOURCES LTD.

## **NOTICE OF AN ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of the shareholders of Skeena Resources Limited (the “**Company**”) will be held at Suite # 650 - 1021 West Hastings Street, Vancouver, BC, Canada V6E 0C3 on Friday, March 1, 2019 at 10:00 a.m. (the “**Meeting**”) for the following purposes:

1. receive the Company’s audited financial statements for the financial years ended December 31, 2017 and December 31, 2016 together with the interim financial statements for the period ended September 30, 2018;
2. to appoint Ernst & Young LLP as the auditor of the Company for the ensuing year and authorize the directors to fix the auditor’s remuneration;
3. to set the number of directors of the Company at five (5);
4. to elect the directors of the Company for the ensuing year;
5. to approve the amendment of the Company’s incentive stock option plan, as fully described in the accompanying Information Circular;
6. to consider and re-approve the Company’s rolling 10% incentive stock option plan; and
7. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Meeting are: (1) an Information Circular, which provides additional information relating to the matters to be dealt with at the Meeting; and (2) a Form of Proxy or Voting Instruction Form (“**VIF**”).

The record date for the determination of the Shareholders entitled to receive this Notice and to vote at the Meeting has been established as January 7, 2019.

Shareholders who cannot attend the Meeting in person may vote by proxy if a registered shareholder or provide voting instructions if a non-registered shareholder. Instructions for voting by registered shareholders or providing voting instructions by non-registered shareholders by mail, by phone and over the internet are included in the Information Circular. To be valid, proxies must be received by Computershare Investor Services Inc., the Company’s transfer agent, (“**Computershare**”) at 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 by 10:00 a.m., Pacific time, on February 27, 2019 or be provided to the Chairman of the Meeting.

If you are a non-registered Shareholder and a non-objecting beneficial owner, and receive a VIF from Computershare, please complete and return the form in accordance with the instructions. If you do not complete and return the form in accordance with such instructions, you may lose your right to vote at the Meeting, either in person or by proxy.

If you are a non-registered Shareholder and an objecting beneficial owner and receive 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 such other intermediary. If you do not

complete and return the materials in accordance with such instructions, you may lose your right to vote at the Meeting, either in person or by proxy.

Please advise the Company of any change in your address.

**DATED** at the City of Vancouver, in the Province of British Columbia, as of the 23<sup>rd</sup> day of January, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS**

(Signed) “Walter Coles, Jr.”  
Walter Coles, Jr.,  
President and Chief Executive Officer