



Suite 312, 837 West Hastings Street
Vancouver, British Columbia V6C 3N6

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Golden Arrow Resources Corporation (“**Golden Arrow**” or the “**Company**”) will be held **VIA LIVE TELECONFERENCE on Wednesday, June 30, 2021 at 10:00 a.m. (Pacific time)** for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the financial year ended December 31, 2020, and the reports of the auditors thereon;
2. to elect the directors for the ensuing year;
3. to appoint the auditor of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
4. to transact such further and other business as may properly be brought before the Golden Arrow Meeting or any adjournment or postponement thereof.

Accompanying this Notice is the Information Circular in respect of the Meeting, which includes detailed information relating to the matters to be addressed at the Meeting, and a form of proxy.

In response to the COVID-19 pandemic, the British Columbia government issued B.C. Ministerial Order No. M116, x.2 that provides companies with temporary relief from the location requirements for a shareholder meeting under the *Business Corporations Act* (British Columbia). In light of ongoing concerns related to the spread of COVID-19, and in order to mitigate potential risks to the health and safety of the Company’s shareholders, employees, communities and other stakeholders, the Company will be holding the Meeting entirely by teleconference.

Registered Shareholders and duly appointed proxy holders may participate in the meeting via a live teleconference. Specifically, Registered Shareholders and duly appointed proxy holders who have properly pre-registered to participate in the meeting as outlined below, will be able to ask questions of management via the conference call at the conclusion of the meeting. All other shareholders and stakeholders can attend the Meeting via teleconference without pre-registering as outlined below but will not be permitted to ask questions at the conclusion of the meeting.

In order to be permitted to ask questions at the conclusion of the Meeting, Registered Shareholders and duly appointed proxy holders must pre-register via the following link prior to the proxy cut-off time at 10:00 a.m. (Pacific time) on Monday, June 28, 2021:

<http://services.choruscall.ca/DiamondPassRegistration/register?confirmationNumber=10014501&linkSecurityString=dc0946a72>

After pre-registration has been completed, pre-registered Registered Shareholders and duly appointed proxy holders will see on screen a unique PIN they have been assigned and dial-in phone numbers they will use to join the conference call. These details will also be sent to the pre-registered Registered Shareholders and duly appointed proxy holders by email in the form of a calendar booking. It is recommended that they attempt to connect at least ten minutes prior to the scheduled start time of the Meeting.

All other shareholders and stakeholders wishing to attend the Meeting by teleconference, but not ask questions, may dial the following toll free, or international toll number approximately five minutes prior to the commencement of the Meeting and ask the operator to join the Golden Arrow Meeting:

Canada/USA Toll Free: 1-800-319-4610 or

International Toll: +1-604-638-5340

Due to the COVID-19 pandemic and issues related to the verification of shareholder identity via teleconference, in person voting will not be permitted at the Meeting. If you are a registered shareholder, please exercise your right to vote by signing and returning the enclosed form of Proxy to the Company's registrar and transfer agent, Computershare Investor Services Inc., Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by toll-free fax (North America fax 1-866-249-7775; International fax +1-416-263-9524) not later than 10:00 AM (Pacific time) on Monday, June 28, 2021, or at least forty-eight (48) hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

The enclosed form of Proxy appoints nominees of the Company's management as proxyholder and you may amend the Proxy, if you wish, by inserting in the space provided the name of the person you wish to represent you as proxyholder at the Meeting.

If your common shares of Golden Arrow are held in a brokerage account, then you are an unregistered Shareholder, or a beneficial holder, and received these materials through your broker or through another intermediary. Please complete and return the proxy form or other authorization form provided to you by your broker or intermediary in accordance with the instructions provided by such broker or other intermediary well in advance of the Meeting.

DATED this 27th day of May, 2021.

GOLDEN ARROW RESOURCES CORPORATION

"Joseph Grosso"

Joseph Grosso

Executive Chairman, President, CEO and Director