



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

## NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general & special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Golden Arrow Resources Corporation (“**Golden Arrow**” or the “**Company**”) will be held at **Suite 411, 837 West Hastings Street, Vancouver, British Columbia, on June 23, 2022 at 11:00 a.m. (Vancouver 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 set the number of directors at five (5) for the ensuing year;
3. to elect the directors for the ensuing year;
4. to appoint the auditor of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
5. to consider, and if thought fit, to pass an ordinary resolution to approve the Company’s 2022 Option Plan as more particularly described in the accompanying Information Circular (the “**Circular**”);
6. to consider, and if thought fit, to pass an ordinary resolution to approve the Company’s Equity Incentive Plan as more particularly described in the accompanying Information Circular; and
7. 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.

Given the continued risk resulting from the COVID-19 outbreak, Golden Arrow asks that Shareholders follow the current instructions and recommendations of federal, provincial, and local health authorities when considering attending the Meeting. While it is not known what the situation with COVID-19 will be on the date of the Meeting, Golden Arrow will adhere to all government and public health authority recommendations and restrictions in order to support efforts to reduce the impact and spread of COVID-19. As such, in order to mitigate potential risks to the health and safety of our communities, Shareholders, employees and other stakeholders, Golden Arrow is urging all Shareholders to vote by proxy in advance of the Meeting and attend the Meeting in person unless and until all social distancing recommendations or restrictions have been lifted. Golden Arrow will follow the guidance and orders of government and public health authorities in that regard, including those restricting the size of public gatherings and attendance at the Meeting may be limited to only the legal requirements for shareholder meetings.

Shareholders as of the close of business on the record date of May 19, 2022 are entitled to vote at the Meeting either by attending in person or by proxy. Important information and detailed instructions about how to participate in the Meeting are available in the accompanying Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting, or any adjournment thereof in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Computershare Investor Services Inc., at their offices located on the 8th Floor, 100 University Avenue, Toronto ON M5J 2Y1, or by toll-free fax (North America fax 1-866-249-7775; International fax +1-416-263-9524) by 11:00 AM (Vancouver time) not later than Tuesday, June 21, 2022, or at least 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.

If you are a non-registered shareholder of the Company and received this Notice of Annual General and Special Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the "Intermediary"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED this 20<sup>th</sup> day of May, 2022.

**GOLDEN ARROW RESOURCES CORPORATION**

*"Joseph Grosso"*

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Joseph Grosso  
Executive Chairman, President, CEO and Director