

## GOLDEN ARROW RESOURCES CORPORATION

### NOTICE OF SPECIAL MEETING OF SHAREHOLDERS OF GOLDEN ARROW RESOURCES CORPORATION TO BE HELD ON SEPTEMBER 16, 2019

**TAKE NOTICE** that a special meeting (the “**Meeting**”) of the holders of common shares (the “**Golden Arrow Shares**”) of Golden Arrow Resources Corporation (“**Golden Arrow**” or the “**Company**”) will be held at the offices of Blake, Cassels & Graydon LLP, Suite 2600, Three Bentall Centre, 595 Burrard Street, Vancouver, British Columbia, on September 16, 2019, at 10:00 a.m. (Vancouver time), for the following purposes:

1. **Approve the Sale of the Company’s Interest in Puna Operations.** To consider and, if deemed advisable, to pass, with or without variation, a special resolution (the “**Golden Arrow Shareholders Resolution**”), the full text of which is set out in Appendix “A” to the accompanying management information circular (the “**Information Circular**”), approving the sale of substantially all of the assets of Golden Arrow pursuant to Section 301 of the *Business Corporations Act* (British Columbia) through the sale of all of the outstanding common shares of Puna Operations Inc. owned by Golden Arrow, pursuant to the terms of a share purchase agreement entered into on July 22, 2019 with SSR Mining Inc. (the “**Share Purchase Agreement**”); and
2. **Other Business.** To transact such other business as may be properly brought before the Meeting or any adjournment or postponement thereof.

The Information Circular accompanies and is deemed to form part of this Notice of Meeting. The Information Circular contains details of matters to be considered at the Meeting. Additional information is also available free of charge on SEDAR at [www.sedar.com](http://www.sedar.com). The Share Purchase Agreement has been filed under the Company’s SEDAR profile and a copy of the Share Purchase Agreement will be available for inspection by shareholders of Golden Arrow at the Company’s records office, located at Suite 312 – 837 West Hastings Street, Vancouver, British Columbia, V6C 3N6, during statutory business hours on any business day up to and including the date of the Meeting.

The board of directors of Golden Arrow (the “**Golden Arrow Board**”) **UNANIMOUSLY** recommends that Golden Arrow Shareholders vote **FOR** the Golden Arrow Shareholders Resolution. It is a condition to the completion of the Transaction that the Golden Arrow Shareholders Resolution be approved at the Meeting.

The record date for determining the Golden Arrow Shareholders entitled to receive notice of and to vote at the Meeting was the close of business on August 9, 2019 (the “**Record Date**”). Only Golden Arrow Shareholders whose names have been entered in the register of Golden Arrow Shareholders as of the close of business on the Record Date are entitled to receive notice of and to vote at the Meeting.

**Your vote is important regardless of the number of Golden Arrow Shares you own.** Golden Arrow Shareholders are invited to attend the Meeting. Registered Golden Arrow Shareholders who are unable to attend the Meeting or any postponement or adjournment thereof in person are requested to complete, date, sign and return the enclosed form of proxy or, alternatively, to vote by telephone, or over the internet, in each case in accordance with the enclosed proxy instructions. To be used at the Meeting, the completed proxy form must be deposited at the office of Computershare Investor Services Inc. (“**Computershare**”), Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 (Fax: 1-866-249-7775 (toll free within North America) or +1 (416) 263-9524 (outside North America)) by mail or fax or the proxy vote is otherwise registered in accordance with the instructions thereon. Non-registered Golden Arrow Shareholders who receive these materials through their broker or other intermediary should complete and send the form of proxy or voting instruction form in accordance with the instructions provided by their

broker or intermediary. To be effective, a proxy must be received by Computershare not later than 10:00 a.m. (Vancouver time) on September 12, 2019 or in the case of any postponement or adjournment of the Meeting, not less than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time of the postponed or adjourned meeting. **Late proxies may be accepted or rejected by the Chair of the Meeting in his discretion, and the Chair is under no obligation to accept or reject any particular late proxy.**

Pursuant to the *Business Corporations Act* (British Columbia), (the “BCBCA”) a registered Golden Arrow Shareholder is entitled to dissent in respect of a special resolution to authorize or ratify the sale, lease, or other disposition of all or substantially all of the Company’s undertaking. In the event that the Transaction closes, a registered Golden Arrow Shareholder who dissents in respect of the Golden Arrow Shareholders Resolution (a “**Dissenting Shareholder**”) is entitled to be paid the fair value of such Dissenting Shareholder’s Golden Arrow Shares, provided that such Dissenting Shareholder has delivered a written objection to the Golden Arrow Shareholders Resolution to Golden Arrow at its address for such purpose; Golden Arrow Resources Corporation, Suite 312 – 837 West Hastings Street, Vancouver, British Columbia, V6C 3N6., Attention: Nikolaos Cacos, Vice President, Corporate Development, with a copy sent to the Company’s counsel at Blake, Cassels & Graydon LLP, 2600-595 Burrard Street, Vancouver, British Columbia, Canada, V7X 1L3, Attention: Bob J. Wooder, not later than 4:00 p.m. (Vancouver time) on September 13, 2019, being the day which is at least two days immediately preceding the Meeting (or, if the Meeting is postponed or adjourned, the day which is at least two days immediately preceding the date of the postponed or adjourned Meeting) and has otherwise complied strictly with the dissent procedures described in the Information Circular, including the relevant provisions of Division 2 of Part 8 of the BCBCA.

This right is described in detail in the Information Circular under the heading “*Rights of Dissenting Golden Arrow Shareholders*”. The text of Division 2 of Part 8 of the BCBCA, which will be relevant in any dissent proceeding, is set forth in Appendix “C” to the Information Circular.

Beneficial owners of Golden Arrow Shares registered in the name of a broker, investment dealer or other intermediary who wish to dissent should be aware that only registered owners of Golden Arrow Shares are entitled to dissent. Beneficial owners of Golden Arrow Shares who wish to exercise dissent rights in respect of the Golden Arrow Shareholders Resolution must cause each registered Golden Arrow Shareholder holding their Golden Arrow Shares to deliver the notice of dissent.

**Failure to comply strictly with the dissent procedures described in the Circular may result in the loss of any right of dissent.**

DATED this 9<sup>th</sup> day of August, 2019.

**BY ORDER OF THE BOARD OF  
DIRECTORS**

*“Joseph Grosso”*

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Joseph Grosso  
Executive Chairman, Chief Executive Officer  
& President