

GOLDEN ARROW RESOURCES CORPORATION

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS OF GOLDEN ARROW RESOURCES CORPORATION

NOTICE IS HEREBY GIVEN that, pursuant to an interim order of the Supreme Court of British Columbia dated November 16, 2015 (the “**Interim Order**”), a special meeting (the “**Meeting**”) of holders (“**Golden Arrow Shareholders**”) of common shares (“**Golden Arrow Shares**”) of Golden Arrow Resources Corporation (“**Golden Arrow**”) will be held at the Terminal City Club, Wilson M. Beck Room, 837 West Hastings Street, Vancouver, BC, on December 16, 2015 at 10:00 a.m. (Vancouver time) for the following purposes:

1. to consider 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 Appendix “A” to the accompanying management information circular of Golden Arrow dated November 17, 2015 (the “**Circular**”), approving a plan of arrangement (the “**Arrangement**”) under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”) involving Golden Arrow and 1049708 B.C. Ltd. (“**New GAR**”) pursuant to which, among other things, Golden Arrow Shares will be exchanged for common shares of New GAR, all as more particularly described in the Circular; and
2. to transact such further and other business as may properly be brought before the Meeting or any postponement or adjournment thereof.

Specific details of the matters proposed to be put before the Meeting are set forth in the Circular which accompanies this Notice of Special Meeting of Golden Arrow Shareholders.

The board of directors of Golden Arrow (the “**Golden Arrow Board**”) **UNANIMOUSLY** recommends that Golden Arrow Shareholders vote **FOR** the Arrangement Resolution. It is a condition to the completion of the Arrangement that the Arrangement 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 November 10, 2015 (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 December 14, 2015, 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 BCBCA, as modified by the Plan of Arrangement, the Interim Order and the Final Order (as defined in the Circular), registered Golden Arrow Shareholders have been granted the right to dissent in respect of the Arrangement Resolution. If the Arrangement becomes effective, a registered Golden Arrow Shareholder who dissents in respect of the Arrangement Resolution (a “**Dissenting Golden Arrow Shareholder**”) is entitled to be paid the fair value of such Dissenting Golden Arrow Shareholder’s Golden Arrow Shares, provided that such Dissenting Golden Arrow Shareholder has delivered a written objection to the Arrangement Resolution to Golden Arrow at its address for such purpose, Blake, Cassels & Graydon LLP, 2600 – 595 Burrard Street, Vancouver, British Columbia, V7X 1L3, Attention: Sean Boyle, not later than 4:00 p.m. (Vancouver time) on December 11, 2015, being the business day which is at least two business days immediately preceding the Meeting (or, if the Meeting is postponed or adjourned, the business day which is at least two business days immediately preceding the date of the postponed or adjourned Meeting) and has otherwise complied strictly with the dissent procedures described in the Circular, including the relevant provisions of Division 2 of Part 8 of the BCBCA, as modified by the Plan of Arrangement, the Interim Order and the Final Order. This right is described in detail in the 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 “P” to the 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 (as defined in the Circular) 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.

Please note that Golden Arrow is not using the notice-and-access mechanism under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 *Continuous Disclosure Obligations* for distributing materials to its registered and beneficial shareholders in connection with the Meeting.

DATED this 17th day of November, 2015.

**BY ORDER OF THE BOARD OF
DIRECTORS**

“*Joseph Grosso*”

Joseph Grosso
Executive Chairman, Chief Executive Officer
& President