



**GOLDEN ARROW**  
RESOURCES CORPORATION

**NOTICE OF ANNUAL GENERAL MEETING  
AND  
MANAGEMENT INFORMATION CIRCULAR**

**FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**TO BE HELD AT 10:00 A.M.**

**ON THURSDAY, JUNE 30, 2016**

**AT**

**THE TERMINAL CITY CLUB  
WILSON M. BECK ROOM  
837 WEST HASTINGS STREET,  
VANCOUVER, BC**



Suite 411, 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 at The Terminal City Club Tower, Wilson M. Beck Room, 837 West Hastings Street, Vancouver, British Columbia, V6C 3N6 on Thursday, June 30, 2016 at 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for its financial year ended December 31, 2015, and the report of the auditors thereon;
2. to fix the number of directors to be elected at the Meeting;
3. to elect the directors of the Company to hold office until the next annual general meeting;
4. to appoint the auditors of the Company for the ensuing year and to authorize the directors to fix the auditor's remuneration; and
5. to transact such further or other business as may properly come before the Meeting and any adjournment 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.

If you are not able to be present in person at the Meeting, or any postponement or adjournment thereof, you 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 June 28, 2016, 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.**

DATED this 24<sup>th</sup> day of May, 2016.

**GOLDEN ARROW RESOURCES CORPORATION**

"Joseph Grosso"

Joseph Grosso

Executive Chairman, President, CEO and Director

## GLOSSARY OF DEFINED TERMS

The following is a glossary of certain terms used in this Circular. Words importing the singular, where the context requires, include the plural and vice versa and words importing any gender include all genders. Certain additional terms are defined within the body of this Circular and in such cases will have the meanings ascribed thereto.

<b>“BCBCA”</b>	The <i>Business Corporations Act</i> (British Columbia).
<b>“Board”</b>	The Board of Directors of Golden Arrow.
<b>“CDS”</b>	CDS Clearing and Depository Services Inc.
<b>“Chief Executive Officer” or “CEO”</b>	Means each individual who acted as chief executive officer of the Company or acted in a similar capacity for any part of the most recently completed financial year.
<b>“Chief Financial Officer” or “CFO”</b>	Means each individual who acted as chief financial officer of the Company or acted in a similar capacity for any part of the most recently completed financial year.
<b>“Circular”</b>	This information circular of Golden Arrow sent to the Shareholders in connection with the Meeting.
<b>“Code”</b>	The Code of Business Conduct and Ethics adopted by Golden Arrow for its directors, officers, employees and consultants.
<b>“Competitive Entity”</b>	Means any person, firm, association, partnership, corporation or other entity engaged in mineral exploration within two kilometres of mineral claims owned by the Company.
<b>“Corporate Disclosure and Insider Trading Policy”</b>	The Corporate Disclosure and Insider Trading Policy adopted by Golden Arrow for its directors, officers, employees and consultants.
<b>“DUCAI”</b>	Darren Urquhart Chartered Accountant Inc., a private company controlled by Mr. Darren Urquhart, CFO and Corporate Secretary of the Company.
<b>“Foreign Corporate Policy”</b>	The Foreign Corporate Policy adopted by Golden Arrow which outlines its commitment to ethical business practices in every jurisdiction in which it does business.
<b>“executive officer”</b>	An individual who at any time during the most recently completed financial year was: <ul style="list-style-type: none"><li>(a) a chair, vice-chair or president of the Company;</li><li>(b) a vice-president of the Company in charge of a principal business unit, division or function including sales, finance or production; or</li><li>(c) performing a policy-making function in respect of the Company.</li></ul>
<b>“Grosso Group”</b>	Grosso Group Management Ltd.
<b>“incentive plan”</b>	Means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period.
<b>“incentive plan award”</b>	Means compensation awarded, earned, paid or payable under an incentive plan.
<b>“Intermediary”</b>	Means a bank, trust company, credit union, registered representative, broker, or other financial institution.
<b>“Management Proxyholders”</b>	The persons whose names are printed in the form of proxy for the Meeting are directors or officers of Golden Arrow.
<b>“Meeting”</b>	The annual general meeting of Golden Arrow Shareholders to be held at 10:00 a.m. (Vancouver time) on Thursday, June 30, 2016.

<b>“Meeting Materials”</b>	The Notice of Meeting, this Circular and the proxy.
<b>“Named Executive Officers” or “NEOs”</b>	<p>Means the following individuals:</p> <ul style="list-style-type: none"> <li>(a) each CEO;</li> <li>(b) each CFO;</li> <li>(c) each of the Company’s three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and</li> </ul> <p>each additional individual who would be a NEO under (c) above, but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of the most recently completed financial year.</p>
<b>“NI 52-110”</b>	National Instrument 52-110 - <i>Audit Committees</i> .
<b>“NI 58-101”</b>	National Instrument 58-101 - <i>Disclosure of Corporate Governance Practices</i> .
<b>“Non-Registered Shareholder”</b>	A person who is not a registered shareholder in respect of Shares which are held on behalf of that person.
<b>“option-based award”</b>	Means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features.
<b>“Oxbow”</b>	Oxbow International Marketing Corp., a private company controlled by Mr. Joseph Grosso, Chairman, President and CEO of the Company.
<b>“plan”</b>	Any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons.
<b>“Record Date”</b>	Tuesday, May 24, 2016.
<b>“Shares”</b>	Common shares without par value in Golden Arrow.
<b>“share-based award”</b>	Means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.
<b>“Shareholder”</b>	At any time, the holders at that time of Shares.
<b>“Statement of Executive Compensation” or “Form 51-102F6”</b>	National Instrument Form 51-102F6, as amended.
<b>“VIF”</b>	A voting instruction form.
<b>“Whistleblower Policy”</b>	The Whistleblower Policy adopted by Golden Arrow for its directors, officers, employees and consultants which details procedures to report financial concerns and ethical business dilemmas.



## GOLDEN ARROW RESOURCES CORPORATION

Suite 411 - 837 West Hastings Street  
Vancouver, British Columbia  
V6C 3N6

### INFORMATION CIRCULAR

(Containing information as at May 24, 2016 unless otherwise indicated)

#### **GENERAL PROXY INFORMATION**

You have received this Management Information Circular (the “**Circular**”) because you owned shares of Golden Arrow Resources Corporation as of the Record Date of May 24, 2016 for the 2016 Annual General Meeting of Shareholders to be held on Thursday, June 30, 2015. You have the right to attend the Meeting and vote on various items of business.

Both the Board of Directors of the Company and management of the Company encourage you to vote. On behalf of the Board and Management, we will be soliciting votes for the Meeting and any meeting that is reconvened if it is postponed or adjourned. The costs of solicitation by management will be borne by the Company.

#### **SOLICITATION OF PROXIES**

**This Circular is furnished in connection with the solicitation of proxies by the management of the Company for use at the Meeting and any adjournments thereof.**

While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by the directors, officers and regular employees of Golden Arrow. Golden Arrow may reimburse shareholders, nominees or agents for any costs incurred in obtaining from their principals proper authorization to execute proxies. Golden Arrow may also reimburse brokers and other persons holding shares in their own name or in the names of their nominees for expenses incurred in sending proxies and proxy materials to the beneficial owners thereof to obtain their proxies. All costs of all solicitations on behalf of management of the Company will be borne by the Company.

The Company has set May 24, 2016 as the Record Date for determining Shareholders entitled to vote at the Meeting.

#### **APPOINTMENT OF PROXYHOLDER**

A duly completed form of proxy for Golden Arrow will constitute the persons named in the enclosed form of proxy as the Shareholder’s proxyholder. The persons whose names are printed in the enclosed form of proxy for the Meeting are directors or officers of the Company (collectively, the “**Management Proxyholders**”).

**A Shareholder has the right to appoint a person other than the Management Proxyholders, to represent the Shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person’s name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a Shareholder.**

#### **VOTING BY PROXY**

Shares represented by properly executed proxies of Golden Arrow and in the accompanying form will be voted or withheld from voting on each respective matter where a poll is requested or required in accordance with the

instructions of the Shareholder, and if the Shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly.

If no choice is specified and one of the Management Proxyholders is appointed by a Shareholder as proxyholder, it is intended that such person will vote in favour of the matters to be voted on at the Meeting.

**The enclosed form of proxy also confers discretionary authority upon the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Circular, management of Golden Arrow knows of no such amendments, variations or other matters to come before the Meeting.**

#### **COMPLETION AND RETURN OF PROXY**

Each proxy must be dated and signed by the Intermediary (see “*Non-Registered Shareholders*” below) acting on behalf of a Shareholder or by the Shareholder or his/her attorney authorized in writing. In the case of a corporation, the proxy must be dated and executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation.

Completed forms of the proxy must be returned to the Company’s registrar and transfer agent, Computershare Investor Services by mail or delivery to 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1 or as otherwise indicated in the instructions contained on the form of proxy (including, where applicable, through the transfer agent’s internet and telephone proxy voting services). All proxies in respect of the Meeting must be completed and received not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the commencement of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

#### **NON-REGISTERED SHAREHOLDERS**

**Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting.**

**Most Shareholders are “non-registered” shareholders because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares.** More particularly, a Non-Registered Shareholder holds shares which are registered either in the name of: (a) an Intermediary that the Non-Registered Shareholder deals with in respect of said shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP’s, RRI’s, RESPs and similar plans); or (b) a clearing agency (such as CDS of which the Intermediary is a participant. Golden Arrow has distributed copies of the Meeting Materials to its Registered Shareholders and to the clearing agencies and Intermediaries for distribution to Non-Registered Shareholders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either be given:

- (a) a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted to the number of shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should otherwise properly complete the form of proxy and **deliver it to Golden Arrow’s transfer agent** as provided above; or
- (b) more typically, a VIF, **which the Non-Registered Shareholder must complete and sign** in accordance with the directions on the VIF. The majority of brokers now delegate the responsibility for obtaining voting instructions to a third party called Broadridge. Broadridge typically will send a VIF by mail and ask that it be returned to them (the Broadridge VIF also allows voting by telephone and Internet). Broadridge

tabulates the results and provides the instructions to Golden Arrow's transfer agent respecting the voting of shares to be represented at the Meeting. As a beneficial owner, a VIF received from Broadridge cannot be used to vote the Non-Registered Shareholder's shares directly at the Meeting. The VIF must be **returned to Broadridge** well in advance of the Meeting in order to have your shares voted.

In either case, the purpose of this procedure is to permit Non-Registered Shareholders to direct the voting of the shares which they beneficially own. Should a Non-Registered Shareholder receive one of the above forms and wish to vote at the Meeting in person, the Non-Registered Shareholder should strike out the names of the Management Proxyholders and insert the Non-Registered Shareholder's name in the blank space provided. **In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

#### REVOCABILITY OF PROXY

Any registered Shareholder who has returned a proxy may revoke it at any time before it has been used. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing, including a proxy bearing a later date, executed by the registered Shareholder or by his attorney authorized in writing or, if the registered Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. The instrument revoking the proxy must be deposited at the registered office of Golden Arrow at Suite 411, 837 West Hastings Street, Vancouver, British Columbia Canada V6C 3N6, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of such Meeting. **Only Registered Shareholders have the right to revoke a proxy. Non-Registered Shareholders who wish to change their vote must arrange for their respective Intermediaries to revoke the proxy on their behalf well in advance of the Meeting.**

#### RECORD DATE

The Record Date for the determination of Shareholders entitled to receive notice of, attend and vote at the Meeting was fixed by the Board as May 24, 2016, but failure to receive such notice does not deprive a shareholder of his right to vote at the Meeting.

#### VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Golden Arrow is authorized to issue an unlimited number of Shares, each carrying the right to one vote at the Meeting. As at the Record Date, 75,189,731 Shares were issued and outstanding.

Voting at the Meeting will be by a show of hands, with each Shareholder present having one vote, unless a poll is requested or required whereupon each Shareholder or proxyholder present is entitled to one vote for each Share held.

As of May 24, 2016, to the knowledge of the Company's directors and executive officers, the only persons beneficially owning, controlling or directing, directly or indirectly, 10% or more of the number of common shares of the Company issued and outstanding are:

Corporation issued and outstanding are:

Name	Nature of Holding	Number of Shares	Percentage of Issued Shares
CDS & Co.	Indirect	36,326,084 (1)	48.31%
CEDE & CO.	Indirect	6,234,761 (2)	8.29%

(1) These shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc.), which acts as nominee for many Canadian brokerage firms. The voting rights attached to such shares can only be exercised at the direction of the Beneficial Shareholders.

(2) These shares are registered under the name of Cede & Co. (the registration name for The Depository Trust Company), which acts as nominee for many U.S. brokerage firms. The voting rights attached to such shares can only be exercised at the direction of the Beneficial Shareholders.

### INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out herein, none of the directors or officers of Golden Arrow, any person who has held such a position since the beginning of the last completed financial year of Golden Arrow nor any associate or affiliate of the foregoing persons, has any material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting. For the purpose of this disclosure, "associate" of a person means: (a) an issuer of which the person beneficially owns or controls, directly or indirectly, voting securities entitling the person to more than 10% of the voting rights attached to outstanding securities of the issuer; (b) any partner of the person; (c) any trust or estate in which the person has a substantial beneficial interest or in respect of which a person serves as trustee or similar capacity; and (d) a relative of that person if the relative has the same home as that person.

### INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this section, "Informed Person" means (i) a director or executive officer of the Company; (ii) a director or executive officer of a person or company that is itself an Informed Person or subsidiary of the Company; and (iii) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company.

The management of the Company is not aware that an Informed Person, or any associate or affiliate of any Informed Person, has any material interest, direct or indirect, in any transaction since the commencement of Golden Arrow's most recently completed financial year or in any proposed transaction which has materially affected or will materially affect Golden Arrow or any of its subsidiaries.

### QUORUM

The Articles of the Company provide that a quorum for the transaction of business at any meeting of shareholders shall be two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the shares entitled to be voted at the Meeting.

### MATTERS FOR CONSIDERATION AT THE MEETING

#### NUMBER OF DIRECTORS

Shareholders have the right to elect five (5) directors. At the Meeting, the Shareholders will be asked to pass an ordinary resolution to set the number of directors at five (5).

**The Board recommends that Shareholders vote FOR the Number of Directors resolution. In the absence of a contrary instruction, the persons designated by our management in the enclosed form of proxy intend to vote FOR this resolution.**

#### ELECTION OF DIRECTORS

The directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. In the absence of instructions to the contrary, the enclosed Proxy will be voted for the nominees listed herein. Golden Arrow's management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until his/her successor is elected or appointed, unless his/her office is earlier vacated in accordance with the Articles of the Company, or with the provisions of the *Business Corporations Act* (British Columbia).

Management of Golden Arrow proposes to nominate the persons listed below for election as directors. Information concerning such persons, as furnished by the individual nominees as at May 24, 2016 is as follows:



Name, province and country of residence and present office held <sup>(1)</sup>	Period as director	Number of Shares beneficially owned, or controlled or directed, directly or indirectly <sup>(1)</sup>	Principal occupation or employment and, if not a previously elected director, occupation during the past five years
JOSEPH GROSSO British Columbia, Canada Director, Chairman, President and CEO	Director since 2004	3,678,500 (directly) 57,000 (indirectly)	Chairman, President and director of Grosso Group Management Ltd., and Executive Chairman, President, CEO and director of the Company.
NIKOLAOS CACOS <sup>(2)(3)</sup> BSc and MIM British Columbia, Canada Director	Director since 2004	Nil (directly) 437,500 (indirectly)	President of Cacos Consulting Ltd.; director of Grosso Group Management Ltd.; director of several mining exploration companies.
DR. DAVID TERRY <sup>(2)</sup> Ph.D., P.Ge British Columbia, Canada Director	Director since 2004	695,000 (indirectly)	Professional Geologist and businessman; director of several mineral exploration companies.
DR. JOHN GAMMON <sup>(2)(3)</sup> BSc(Geo-Honours),Ph.D, P.Ge Ontario, Canada Director	Director since 2007	140,000 (directly)	President, John Gammon Associates Inc. since August 2005. Former Assistant Deputy Minister of the Ontario Ministry of Mines. Serves as a director on the board of several mining companies.
LOUIS P. SALLEY <sup>(3)</sup> BA, LLB British Columbia, Canada Nominee Director	Director since 2013	Nil	Partner of Salley Bowes Harwardt Law Corp.; over 30 years of Canadian and international practice as a barrister and solicitor, director of several mineral exploration companies.

(1) Shares beneficially owned, controlled or directed, directly or indirectly at May 24, 2016 based upon information furnished to the Company by the nominee or on SEDI. Unless otherwise indicated, such shares are held directly.

(2) Member of the Audit Committee.

(3) Member of the Compensation and Governance Committee.

### Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Company, except as mentioned herein below, none of the foregoing nominees for election as a director of the Company:

- (a) is as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer, or chief financial officer of any company that while that person was acting in that capacity:
  - i.) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (an "Order"), which Order was issued while the director or executive officer was acting in the capacity as director, chief executive officer, or chief financial officer of such company; or
  - ii.) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer, or chief financial officer of such company; or
- (a) is, or within the last ten years has been, a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager, or trustee appointed to hold its assets; or
- (b) has, within the last ten years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his assets.
- (c) or had a receiver, receiver manager or trustee appointed to hold his assets.

While John Gammon was serving as a director of Copper Mesa Mining Corporation, it was suspended from trading on April 9, 2009 for failing to file its audited financial statements on time. The financial statements were subsequently filed and the company resumed trading on June 16, 2009.

To the knowledge of the Company, none of the nominees for election as director of the Company has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

You can vote for the election of all the nominees described above, vote for the election of some of them and withhold from voting for others, or withhold from voting for all of them.

**The persons designated in the accompanying form of proxy will vote in favor of the appointment of Joseph Grosso, Nikolaos Cacos, David Terry, John Gammon and Louis Salley as directors of the Company, unless the shareholder specifies in the form of proxy to withhold from voting.**

## EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

The purpose of this Compensation Discussion and Analysis is to provide information about Golden Arrow's executive compensation objectives and processes and to discuss compensation decisions relating to its Named Executive Officers listed in the Summary Compensation Table that follows.

Golden Arrow is an exploration stage company engaged in the exploration and development of mineral property interests.

Golden Arrow has, as of yet, no significant revenues from operations and often operates with limited financial resources to ensure that funds are available to complete scheduled programs. As a result, the directors of Golden Arrow have to consider not only the financial situation of Golden Arrow at the time of the determination of executive compensation, but also the estimated financial situation of Golden Arrow in the mid and long term. An important element of executive compensation is that of stock options, which do not require cash disbursement by Golden Arrow. Additional information about Golden Arrow and its operations is available in the audited consolidated financial statements and MD&A for the year ended December 31, 2015, which are incorporated by reference herein and available for viewing under Golden Arrow's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

### Named Executive Officers of Golden Arrow

During its fiscal year ended December 31, 2015, the following three individuals were NEOs of Golden Arrow, namely, Joseph Grosso, Executive Chairman, President and CEO, Darren Urquhart, Chief Financial Officer and Corporate Secretary and Brian McEwen, Vice President Exploration and Development.

### Compensation Objectives and Principles

The primary goal of Golden Arrow's executive compensation package is to attract and retain the key executives necessary for Golden Arrow's long term success, to encourage executives to further the development of Golden Arrow and its operations, and to motivate top quality and experienced executives.

### Compensation Process

The process for determining executive compensation relies on the Board's discussions with the input from and upon the recommendation of the Compensation and Governance Committee. The members of the Compensation and Governance Committee are John Gammon, Nikolaos Cacos and Louis Salley. Mr. Gammon and Mr. Salley are

independent, while Mr. Cacos is not independent under NI 52-110, as a private company, Cacos Consulting Ltd., controlled by Mr. Cacos, has been paid a fee for its services. Mr. Salley is managing partner at Salley Bowes Harwardt Law Corp., a securities law firm that focuses on corporate finance, business and corporate law, with emphasis on the mining and oil & gas sectors. He has over 40 years of Canadian and international practice as a barrister and solicitor. Mr. Salley has served as a member of the Board of Directors of both for-profit and not-for-profit national organizations and is currently a Director of several publicly listed issuers. Dr. John Gammon has extensive experience with mining exploration companies, and presently sits of the boards of several publicly traded companies. Mr. Cacos has over 20 years of management expertise in the mineral exploration industry, and has extensive experience in administration and providing strategic planning for public companies. For further details on the educational backgrounds and relevant experience of Mr. Cacos and Dr. Gammon see, “*Audit Committee Disclosure – Relevant Education and Experience*” below.

The Compensation and Governance Committee monitors compensation of the directors and executive officers of Golden Arrow. The Compensation and Governance Committee periodically reviews the compensation paid to directors and management based on such factors as (i) recruiting and retaining executives critical to the success of Golden Arrow and the enhancement of shareholder value, (ii) providing fair and competitive compensation; (iii) balancing the interests of management and the Shareholders; and (iv) rewarding performance, both on an individual basis and with respect to operations in general. To determine compensation payable, the Compensation and Governance Committee review compensation paid for directors and CEOs of companies of similar size and stage of development in the mineral exploration/mining industry and determine an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of Golden Arrow. These comparable companies include: Almaden Minerals Ltd., Geologix Exploration Inc., Miranda Gold Corp. and TriMetals Mining Inc.

### **Components of Compensation**

Golden Arrow’s key components of executive compensation are base salary, variable annual cash incentives and option-based awards. Golden Arrow does offer other perquisites but such are not material on an annual basis.

#### ***Annual base salary***

The objectives of the base salary are to recognize market pay and acknowledge the competencies and skill of individuals. Base salary for the Named Executive Officers is determined by the Board upon the recommendation of the Compensation and Governance Committee. The base salary for the most recently completed financial year and the prior financial years have been historically based upon engagement of employment or engagement agreements with the Named Executive Officers.

#### ***Annual cash incentives***

The objectives of annual incentives in the form of cash payments are designed to add a variable component of compensation. The objectives are not necessarily based on corporation performance factors such as stock prices and earnings per share and can be subjective to a certain degree. The objectives are based more on the general improvement of Golden Arrow in terms of successful financings, property acquisitions, property option agreements, and other factors as determined by the Compensation and Governance Committee. These factors are assessed against the objectives of Golden Arrow in light of the external environment and current business situations.

#### ***Option-based awards***

Long-term incentives in the form of options to purchase shares are intended to align the interest of Golden Arrow’s directors and its executive officers with those of the Golden Arrow Shareholders, to provide a long term incentive that rewards these individuals for their contribution to the creation of shareholder value, and to reduce the cash compensation Golden Arrow would otherwise have to pay. The Company’s stock option plan is administered by the directors. In establishing the number of Golden Arrow Options to be granted to the Named Executive Officers, reference is made to the number of stock options granted to officers of other publicly traded companies that, similar to Golden Arrow, are involved in the mining industry, as well as those of other publicly traded Canadian companies of a comparable size to that of Golden Arrow in respect of assets (see “Compensation

Process" above). The directors also consider previous grants of options and the overall number of options that are outstanding relative to the number of outstanding shares in determining whether to make any new grants of options and the size and terms of any such grants, as well as the level of effort, time, responsibility, ability, experience and level of commitment of the director or executive officer in determining the level of incentive stock option compensation. See *"Incentive Plan Awards – Outstanding Option-Based Awards"* below.

### **Compensation Risk**

Golden Arrow believes it has effective risk management and regulatory compliance relating to its compensation policies used in determining executive compensation.

Golden Arrow's Compensation and Governance Committee assists the Board in discharging its duties relating to compensation of Golden Arrow's directors and executive officers, together with the general responsibility for developing and reviewing the approach to governance issues and matters of Golden Arrow.

Risks related to compensation are taken into consideration as part of the general review and determination of executive compensation by the Compensation and Governance Committee and the Board, including: review of salaries of comparable companies; engagement of compensation report; and review and approval by the Compensation and Governance Committee and recommendation to the Board for approval.

Inappropriate and excessive risks by executives are mitigated by regular meetings of the Board, at which, activity by the executives must be approved by the Board if such activity is outside or beyond previous Board-approved actions and, or, as set out in a Board-approved budget.

Due to the small size of Golden Arrow, and the current level of Golden Arrow's activity, the Board and the Compensation and Governance Committee are able to closely monitor and consider any risks which may be associated with Golden Arrow's compensation policies and practices. Risks, if any, may be identified and mitigated through regular Board meetings during which, financial and other information of Golden Arrow are reviewed, and which information includes executive compensation. No risks have been identified arising from Golden Arrow's compensation policies and practices that are reasonably likely to have a material adverse effect on Golden Arrow.

There is currently no policy of the Company prohibiting an NEO or director from purchasing financial instruments, including for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation of held, directly or indirectly, by the NEO or director.

### **Summary Compensation Table**

The following table (presented in accordance with Form 51-102F6) sets forth all annual and long term compensation for services in all capacities to Golden Arrow for the most recently completed financial years of Golden Arrow as at December 31, 2015, December 31, 2014, and December 31, 2013 (to the extent required by Form 51-102F6) in respect of each of the Named Executive Officers:

Name and Principal Position	Year Ended December 31	Salary (\$)	Share-based Awards (\$)	Option-Based Awards (\$) <sup>(7)</sup>	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other Compensation (\$)	Total Compensation (\$)
					Annual incentive plans (\$)	Long-term incentive plans			
Joseph Grosso President and CEO <sup>(1)(2)</sup>	2015	125,000	Nil	119,184	Nil	Nil	Nil	Nil	244,184
	2014	125,000	Nil	55,298	Nil	Nil	Nil	Nil	180,298
	2013	125,000	Nil	Nil	Nil	Nil	Nil	Nil	125,000
Darren Urquhart, CFO <sup>(3)</sup>	2015	60,000	Nil	8,513	Nil	Nil	Nil	Nil	68,513
	2014	56,000	Nil	9,717	Nil	Nil	Nil	Nil	65,717
	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Brian McEwen <sup>(5)(6)</sup>	2015	190,000	Nil	42,566	Nil	Nil	Nil	19,000	251,566
	2014	190,000	Nil	33,178	Nil	Nil	Nil	Nil	223,178
	2013	190,000	Nil	Nil	Nil	Nil	Nil	Nil	190,000

- (1) Mr. Grosso is also a director but does not receive any compensation in that capacity. Mr. Grosso's option-based awards during 2015 consisted of \$119,184 (2014-\$55,298) 700,000 stock options granted June 12, 2015 at an exercise price of CDN\$0.35 and fair value of CDN\$ 0.17 per share (2014-\$0.111);
- (2) During the year 2015, Oxbow International Marketing Corp., a private company controlled by Mr. Grosso, received total compensation of \$125,000 (2014 - \$125,000) (2013 - \$125,000); from the Oxbow agreement.
- (3) During the year 2015, Darren Urquhart Chartered Accountant Inc., a private company controlled by Mr. Urquhart, received total compensation of \$68,513 (2014-\$65,717) from the DUCAI agreement, which consisted of salary of \$60,000 (2015 - \$56,000) and option-based awards of \$8,513 (2014 - \$9,717) (See *Named Executive Officers Agreements* below).
- (4) Mr. Urquhart's option-based awards during 2015 consisted of 50,000 stock options granted June 12, 2015 at an exercise price of CDN\$0.35 and fair value of CDN\$0.17 per share.
- (5) During the year 2015, Brian R. McEwen Consulting Inc., a private company controlled by Mr. McEwen, received total compensation from the Company of \$251,566 (2014 - \$223,178; 2013 - \$190,000) which consisted of salary of \$190,000 (2014 - \$190,000; 2013 - \$190,000), bonus of \$19,000 (2014 - \$Nil) and option-based awards of \$42,566 (2014 - \$33,178 (2013 - \$Nil) (See *Named Executive Officers Agreements* below).
- (6) Mr. McEwen's option-based awards during 2015 consisted of 250,000 stock options granted June 12, 2015 at an exercise price of CDN\$0.35 and fair value of CDN\$0.17 per share (2014 - \$0.111);
- (7) The valuation of the fair value of the options at the time of the grant is based on the Black-Scholes model, chosen as this methodology is commonly used, and includes the following key assumptions; weighted average risk free rate (0.86%), weighted average expected life (3.6 years), expected volatility (87%) and expected dividend yield (\$nil). These figures do not represent realization of capital gains.

### Narrative Discussion

The Company does not have a share-based award plan other than the stock option plan referred to herein. The Company also does not have a pension plan or a long term incentive plan.

### Named Executive Officers Agreements

#### *Grosso Group Management Ltd.*

Pursuant to the terms of an Administration Services Agreement, the Company engaged the Grosso Group to provide services and facilities to the Company since January 2005.

During fiscal 2010, the Company entered into a Management Services Agreement with Grosso Group which provides its member companies with administrative and management services. The Grosso Group staff is available to the member companies on a cost recovery basis without the expense of full time personnel. The member companies pay monthly fees to the Grosso Group. The fee is based upon a reasonable pro-rating of the Grosso Group's costs including its staff and overhead costs among each member company with regard to the mutually agreed average annual level of services provided to each member company (see "*Management Contracts*").

During the financial year ended December 31, 2015, the Grosso Group invoiced the Company for a total of \$993,360 (2014 - \$837,300).

*Mr. Joseph Grosso and Oxbow*

Effective April 1, 2011, the Company and Oxbow, entered into an Engagement Agreement whereby Oxbow shall cause performance of all duties customarily performed by a Chairman and CEO of a publicly-traded company engaged in mineral exploration including formulating strategy, overseeing the affairs of the Company and executing its business plan.

Effective May 30, 2012, the Engagement Agreement was amended such that in the event all or substantially all of the assets of the Company are sold and transferred to a bona fide third party purchaser (which results in a significant adverse change in the conditions and status of Oxbow's engagement thereunder), in which event Oxbow shall have the right to terminate the Engagement Agreement, within 60 days of such sale and transfer. The termination provisions provide that a payment equal to two times the annual fee be paid to Oxbow in the event of termination without cause. In the event of a change of control, Oxbow will receive an amount equal to two times the annual fee.

During the year ended December 31, 2015, the total compensation from the Oxbow agreement was \$125,000 (2014 - \$125,000; 2013 - \$125,000).

*Mr. Darren Urquhart and DUCAI*

Pursuant to an engagement agreement between the Company and DUCAI, with effect as of March 1, 2015, DUCAI shall cause performance of all duties customarily performed by a CFO of a publicly-traded company engaged in a business similar to the Company's business including formulating strategy, assisting in the affairs of the Company the financial, compliance and regulatory requirements, and executing the Company's business plan. Darren Urquhart, who is a principal of DUCAI, was the designated personnel to perform the duties set out in this engagement agreement.

The termination provisions provide that a fee of 12 months salary be paid in the event of termination without cause. In the event of a change of control, or the sale of all or substantially all of the assets of the Company to a bona fide third party purchaser, DUCAI would receive an amount equal to 12 months salary.

During the year ended December 31, 2015, Mr. Urquhart's total compensation from the Company was \$68,513 (2014 - \$65,717) (2013 - \$nil), which consisted of salary of \$60,000 (2014 - \$56,000) and option-based awards of \$8,513 (2014 - \$9,717) (see Summary Compensation Table).

*Brian R. McEwen Consulting Inc.*

Pursuant to a consulting agreement between the Company and Brian R. McEwen Consulting Inc., with effect as of November 15, 2012, Brian McEwen, being the designated personnel on behalf of Brian R. McEwen Consulting Inc., caused performance of all duties customarily performed by a Vice President Exploration and Development of a publicly-traded company engaged in a business similar to the Company's business. In the event of termination without cause, the termination provisions provided that the Company may elect to pay a lump sum payment in lieu of 90 days notice, equivalent to the fees over the said 90 days. In the event of a change of control, or the sale of all or substantially all of the assets of the Company to a bona fide third party purchaser, Mr. McEwen would receive an amount equal to the annual fee amount being 12 months of fees.

Effective February 15, 2015, the engagement agreement was renewed for an additional term of one year, with automatic annual renewals on its anniversary date for further terms of one year, unless earlier terminated by either party, with the same terms. Upon renewal, Mr. McEwen received a signing bonus of \$19,000 payable upon successful financing having been secured in 2015. Pursuant to the engagement agreement, Mr. McEwen was granted 250,000 stock options in 2015 in accordance with the provisions of the Company's stock option plan.

Following the termination or expiration of the engagement agreement, Brian R. McEwen Consulting Inc. shall not: disclose to any person, nor make use of itself, any information or trade secrets relating to the Company, its business, policies, methods, scientific or technical data or information which it shall have acquired in any manner. Confidentiality provisions shall survive the termination of the engagement agreement indefinitely after termination.

During the year 2015, Mr. McEwen's total compensation from the Company was \$251,566 (2014 - \$190,000 (2013 - \$ 190,000) which consisted of salary of \$190,000 (2014 - \$190,000; 2013 - \$190,000), bonus of \$19,000 (2014 - \$Nil) and option-based awards of \$42,566 (2014 - \$33,178; 2013 - \$nil).

### Incentive Plan Awards

#### Outstanding Option-Based Awards

The following table sets out for each NEO the incentive stock options to purchase common shares of the Company (option-based awards) outstanding as of December 31, 2015.

Name	Option-based Awards				Share-based Awards <sup>(1)</sup>		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-Money Options (\$) <sup>(2)</sup>	Number of Shares or Units of Shares that have not Vested (#)	Market or Payout Value of Share- Based Awards that have not Vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Joseph Grosso	500,000	0.35	Mar 25, 2019	Nil	N/A	N/A	N/A
	700,000	0.35	June 11, 2020	Nil	N/A	N/A	N/A
Darren Urquhart	100,000	0.35	Apr 16, 2019	Nil	N/A	N/A	N/A
	50,000	0.35	June 11, 2020	Nil	N/A	N/A	N/A
Brian McEwen	200,000	0.32	Nov 25, 2017	Nil	N/A	N/A	N/A
	300,000	0.35	Mar 28, 2018	Nil	N/A	N/A	N/A
	250,000	0.35	June 11, 2020	Nil	N/A	N/A	N/A

<sup>(1)</sup> The Company has not granted any share-based awards.

<sup>(2)</sup> "In-the-money options" is calculated based on the difference between the market value of the Common Shares underlying the options at the end of the most recently completed financial year and the exercise price of the options. The last trading price of the Common Shares on the TSX Venture Exchange as of December 31, 2015 was \$0.20 per share.

During the financial year ended December 31, 2015, no options were exercised by NEOs.

#### Incentive Plan Awards - Value Vested or Earned during the Year

The following table summarizes the value of incentive plan awards vested or earned during the year ended December 31, 2015, granted to the Company's NEOs:

Name	Option-Based Awards – Value Vested During the Year <sup>(2)</sup> (\$)	Share-Based Awards – Value Vested During the Year <sup>(1)</sup> (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)
Joseph Grosso	Nil	Nil	Nil
Darren Urquhart	Nil	Nil	Nil
Brian McEwen	Nil	Nil	Nil

<sup>(1)</sup> The Company has not granted any share-based awards

<sup>(2)</sup> Value vested or earned during the year means the aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date. This amount is calculated by determining the difference between the market price of the underlying securities at exercise and the exercise or base price of the options under the option-based award on the vesting date.

#### Narrative Discussion

##### Option-based Awards Exercised during the Year

No stock options were exercised during the last completed financial year by an NEO while in that position.

*Option-based Awards Granted during the Year*

The following table sets forth the particulars of option-based awards granted during the Company's most recently completed financial year to the NEOs.

Name	Date of Grant	Number of Option-based Awards Granted	Exercise Price (\$)	Expiry Date
Joseph Grosso	June 12, 2015	700,000	\$0.35	June 11, 2020
Darren Urquhart	June 12, 2015	50,000	\$0.35	June 11, 2020
Brian McEwen	June 12, 2015	250,000	\$0.35	June 11, 2020

*Plan-based Awards – Fixed Stock Option Plan*

The Company implemented a fixed stock option plan which was approved by the Shareholders on June 25, 2013. This fixed plan superseded and replaced the previous 10% rolling stock option plan. The fixed plan (the "Stock Option Plan") for eligible insiders, employees and other service providers to the Company, reserved up to 8,364,371 shares (being 20% of the issued and outstanding shares of the Company at the time of approval) available for incentive stock option grants, as a "fixed stock option plan".

Incentive stock options under the Stock Option Plan may be granted by the Board of Directors to eligible persons who are directors, officers or consultants of the Company or its subsidiaries (if any), or who are employees of a company providing management services to the Company, or who are eligible charitable organizations. Stock options may be granted under the Stock Option Plan with a maximum exercise period of up to five (5) years, as determined by the Board of Directors of the Company.

The Stock Option Plan limits the number of stock options which may be granted to any one individual to not more than 5% of the total issued shares of the Company in any 12 month period (unless otherwise approved by the disinterested shareholders of the Company), and not more than 10% of the total issued shares to all insiders at any time or granted over any 12 month period. The number of options granted to any one consultant or person employed to provide investor relations activities in any 12 month period must not exceed 2% of the total issued shares of the Company. Any stock options granted under the Stock Option Plan will not be subject to any vesting schedule, unless otherwise determined by the Board of Directors or required by the policies of the TSX Venture Exchange.

Options under the Plan must be granted at an exercise price which is at or above the current discounted market price (as defined under the policies of the TSX Venture Exchange) on the date of the grant. In the event of the death or permanent disability of an optionee, any option granted to such optionee will be exercisable upon the earlier of 365 days from the date of death or permanent disability, or the expiry date of the option. In the event of the resignation, or the termination or removal of an optionee without just cause, any option granted to such optionee will be exercisable for a period of 90 days thereafter. In the event of termination for cause, any option granted to such optionee will be cancelled as at the date of termination.

**Pension Plan Benefits**

No pension or retirement benefit plans or deferred compensation plans have been instituted by the Company and none are proposed at this time.

**Termination and Change of Control Benefits**

As at December 31, 2015, the Company had the following plan or arrangement whereby the following NEO's may be compensated in the event of that NEO's resignation, retirement or other termination of employment, or in the event of a change of control of the Company or a change in NEO's responsibilities following such a change of control.



*Joseph Grosso and Oxbow*

The Company and Oxbow, a company controlled by Mr. Grosso, entered into an Engagement Agreement, effective April 1, 2011, whereby Oxbow shall cause performance of all duties customarily performed by a Chairman and CEO of a publicly-traded company engaged in mineral exploration including formulating strategy, overseeing the affairs of the Company and executing its business plan. The termination provisions provide that a payment equal to two times the annual fee be paid to Oxbow in the event of termination without cause, representing \$250,000.

Effective May 30, 2012, the Engagement Agreement was amended such that in the event all or substantially all of the assets of the Company are sold and transferred to a bona fide third party purchaser which results in a significant adverse change in the conditions and status of Oxbow's engagement thereunder, in which event Oxbow shall have the right to terminate the Engagement Agreement, within 60 days of such sale and transfer.

For twelve (12) months following the termination or expiration of the Engagement Agreement, Oxbow shall not: own or have any interest directly in; nor permit any of its personnel to act as an officer, director, agent, employee or consultant of a Competitive Entity.

The restriction shall not apply where Oxbow holds less than ten percent (10%) of the publicly traded securities of any Competitive Entity. Except as provided above, Oxbow shall be free to engage in, and receive the full benefit of, any activity that it sees fit to engage, whether or not competitive with the business of the Company.

Confidentiality provisions shall survive the termination of the Engagement Agreement for a period of one year after termination.

*Mr. Darren Urquhart and DUCAI*

Pursuant to an engagement agreement between the Company and DUCAI, with effect as of March 1, 2015, DUCAI shall cause performance of all duties customarily performed by a CFO of a publicly-traded company engaged in a business similar to the Company's business including formulating strategy, assisting in the affairs of the Company the financial, compliance and regulatory requirements, and executing the Company's business plan. Darren Urquhart, who is a principal of DUCAI, was the designated personnel to perform the duties set out in this engagement agreement.

The termination provisions provide that a fee of 12 months salary be paid in the event of termination without cause. In the event of a change of control, or the sale of all or substantially all of the assets of the Company to a bona fide third party purchaser, DUCAI would receive an amount equal to 12 months salary.

Confidentiality provisions shall survive the termination of the Engagement Agreement for a period of one year after termination.

*Brian R. McEwen Consulting Inc.*

Pursuant to an engagement agreement between the Company and Brian R. McEwen Consulting Inc., with effect as of November 15, 2012, whereby Brian McEwen (the "Consultant"), being the designated personnel on behalf of Brian R. McEwen Consulting Inc., shall cause performance of all duties customarily performed by a Vice President Exploration and Development of a publicly-traded company engaged in a business similar to the Company's business. In the event of termination without cause, the termination provisions provide that the Company may elect to pay a lump sum payment in lieu of 90 days notice, equivalent to the fees over the said 90 days. In the event of a change of control, or the sale of all or substantially all of the assets of the Company to a bona fide third party purchaser, the Consultant would receive an amount equal to the annual fee amount being 12 months fees.

Following the termination or expiration of the engagement agreement, Brian R. McEwen Consulting Inc. shall not: disclose to any person, nor make use of itself, any information or trade secrets relating to the Company, its business, policies, methods, scientific or technical data or information which it shall have acquired in any manner.

Confidentiality provisions shall survive the termination of the Engagement Agreement indefinitely after termination.

Effective February 15, 2015, the engagement agreement was renewed for an additional term of one year, with automatic annual renewals on its anniversary date for further terms of one year, unless earlier terminated by either party, with the same terms.

Pursuant to the Company's stock option plan, in the event that the option holder ceases to hold such position other than by reason of death or disability, the expiry date of the option shall be, unless otherwise expressly provided for in the option certificate, the 90<sup>th</sup> day following the date the option holder ceases to hold such position unless the option holder ceases to hold such position as a result of termination for cause, in which case the expiry date shall be the date the option holder is terminated.

### Director Compensation

The Company had five (5) directors as at December 31, 2015, one of which is also an NEO, namely Joseph Grosso.

During the Company's most recently completed financial year, there were standard compensation arrangements, or other arrangements in addition to or in lieu of standard arrangements, under which the non-NEO directors of the Company were compensated for services in their capacity as directors (including any additional amounts payable for committee participation or special assignments), or for services as consultants or experts.

#### Director Compensation Table

The following table sets forth the value of all compensation provided to non-NEO directors for the Company's most recently completed financial year ended December 31, 2015:

Name	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value	All Other Compensation (\$) <sup>(5)</sup>	Total (\$)
Nikolaos Cacos <sup>(1)</sup>	Nil	N/A	68,105	Nil	Nil	195,000	263,105
David Terry <sup>(2)</sup>	12,000	N/A	34,053	Nil	Nil	14,800	60,853
John Gammon <sup>(3)</sup>	12,000	N/A	17,026	Nil	Nil	4,000	33,026
Louis Salley <sup>(4)</sup>	12,000	N/A	34,053	Nil	Nil	Nil	46,053

<sup>(1)</sup> Mr. Cacos, a director of the Company, does not receive directors' fees but receives compensation through a consulting agreement described herein. See "Management Agreements" herein. Mr. Cacos' option-based awards during 2015 consisted of: 400,000 stock options granted June 12, 2015 at an exercise price of \$0.35 and fair value of \$0.17 per share (\$0.111).

<sup>(2)</sup> Dr. Terry, a director of the Company, receives directors' fees of \$3,000 per quarter, an annual fee of \$4,000 as Chair of the Audit Committee and received compensation through a consulting agreement of \$14,800 (2014 - \$14,925) described herein (see "Management Agreements"). Dr. Terry's option-based awards during 2015 consisted of: 200,000 stock options granted June 12, 2015 at an exercise price of \$0.35 and fair value of \$0.17 per share (\$0.111).

<sup>(3)</sup> Dr. Gammon, a director of the Company, receives directors' fees of \$3,000 per quarter, and earned an annual fee of \$4,000 as Chair of the Compensation and Governance Committee. Dr. Gammon's option-based awards during 2015 consisted of: 100,000 stock options granted June 12, 2015 at an exercise price of \$0.35 and fair value of \$0.17 per share (\$0.111).

<sup>(4)</sup> Mr. Salley, a director of the Company, receives directors' fees of \$3,000 per quarter. Mr. Salley's option-based awards during 2015 consisted of: 200,000 stock options granted June 12, 2015 at an exercise price of \$0.35 and fair value of \$0.17 per share (\$0.111).

<sup>(5)</sup> The value of perquisites and benefits, if any, for each non-NEO director was less than the lesser of \$50,000 and 10% of the total annual salary and bonus.

#### Narrative Description

Directors of the Company who are also NEOs are not compensated for their services in their capacity as directors, although they are reimbursed for their expenses incurred in connection with their services as directors. The Company has established the following arrangements, pursuant to which independent or non-NEO directors are compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year:

1. each independent director receives an annual fee of \$12,000 based on a quarterly payment of \$3,000 per quarter;
2. the Chair of the Audit Committee receives an additional annual fee of \$4,000; and
3. the Chair of the Compensation and Governance Committee receives an additional annual fee of \$4,000.

Mr. Grosso, an NEO and a director and President and CEO of the Company does not receive directors' fees but receives compensation through a service agreement described herein. See "Narrative Discussion" following the Summary Compensation Table in the Executive Compensation section above, and "Management Agreements" herein.

Information with respect to grants of options to the directors is reported below under the Incentive Plan Awards in the section below entitled "Outstanding Share-based Awards and Option-Based Awards", and "Incentive Plan Awards - Value Vested or Earned during the Year".

The value of the in-the-money options currently held by each non-NEO director (based on share price less option exercise price) is set forth in the 'Value of Unexercised in-the-money Options' column "Outstanding Option-Based Awards" table below.

**Incentive Plan Awards**

*Outstanding Share-based Awards and Option-Based Awards to Directors*

The following table sets out for each non-NEO director the incentive stock options to purchase common shares of the Company (option-based awards) outstanding as of December 31, 2015.

Name	Option-based Awards				Share-based Awards <sup>(1)</sup>		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-Money Options (\$) <sup>(2)</sup>	Number of Shares or Units of Shares that have not Vested (#)	Market or Payout Value of Share-Based Awards that have not Vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Nikolaos Cacos	200,000	0.35	25-Mar-19	Nil	N/A	N/A	N/A
	400,000	0.35	11-Jun-20	Nil	N/A	N/A	N/A
David Terry	100,000	0.35	24-Mar-19	Nil	N/A	N/A	N/A
	200,000	0.35	11-Jun-20	Nil	N/A	N/A	N/A
John Gammon	75,000	0.35	24-Mar-19	Nil	N/A	N/A	N/A
	100,000	0.35	11-Jun-20	Nil	N/A	N/A	N/A
Louis Salley	150,000	0.35	24-Mar-19	Nil	N/A	N/A	N/A
	200,000	0.35	11-Jun-20	Nil	N/A	N/A	N/A

<sup>(1)</sup> The Company has not granted any share-based awards.

<sup>(2)</sup> "In-the-money options" is calculated based on the difference between the market value of the Common Shares underlying the options at the end of the most recently completed financial year and the exercise price of the options. The last trading price of the Common Shares on the TSX Venture Exchange as of December 31, 2015 was \$0.20 per share.

During the financial year ended December 31, 2015, no options were exercised by non-NEO directors.

*Incentive Plan Awards - Value Vested or Earned during the Year*

The following table summarizes the value of each incentive plan award vested or earned by each non-NEO director during the financial year ended December 31, 2015.

Name	Option-Based Awards Value Vested During the Year (\$) <sup>(2)</sup>	Share-Based Awards Value Vested During the Year (\$) <sup>(1)</sup>	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)
Nikolaos Cacos	Nil	N/A	N/A
David Terry	Nil	N/A	N/A
John Gammon	Nil	N/A	N/A
Louis Salley	Nil	N/A	N/A

- (1) The Company has not granted any share-based awards  
 (2) Value vested or earned during the year means the aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date. This amount is calculated by determining the difference between the market price of the underlying securities at exercise and the exercise or base price of the options under the option-based award on the vesting date.

**Narrative Discussion**

*Option-based Awards Exercised during the Year*

During the year ended December 31, 2015, no option-based awards were exercised by non-NEO directors.

*Option-based Awards Granted during the Year*

The following table sets forth the particulars of option-based awards granted during the Company's year ended December 31, 2015 to the NEOs.

Name	Date of Grant	Number of Option-based Awards Granted	Exercise Price (\$)	Expiry Date
Nikolaos Cacos	June 12, 2015	400,000	\$0.35	June 11, 2020
David Terry	June 12, 2015	200,000	\$0.35	June 11, 2020
John Gammon	June 12, 2015	100,000	\$0.35	June 11, 2020
Louis Salley	June 12, 2015	200,000	\$0.35	June 11, 2020

*Plan-based Awards*

The significant terms of the Company's stock option plan are set out above under the heading "Plan Based Awards - Fixed Stock Option Plan" under the section Executive Compensation, Incentive Plan Awards.

The Company does not have a pension plan that provides for payments to the directors at, following, or in connection with retirement.

**SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The Company has no compensation plans under which equity securities are authorized for issuance as at the fiscal year ended December 31, 2015, with the exception of the Company's stock option plan. The significant terms of the Company's stock option plan are set out above under the heading "Plan Based Awards - Fixed Stock Option Plan" under the section Executive Compensation, Incentive Plan Awards.

The following table sets forth information with respect to the Company's stock option plan as at the year ended December 31, 2015.

*Equity Compensation Plan Information*

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) <sup>(1)</sup> (c)
Equity compensation plans approved by securityholders	6,150,000	\$0.35	2,214,371
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
<b>Total</b>	<b>6,150,000</b>	<b>\$0.35</b>	<b>2,214,371</b>

<sup>(1)</sup> This figure is based on the total number of shares authorized for issuance under the Company's stock option plan, less the number of stock options outstanding as at the Company's year ended December 31, 2015. As at December 31, 2015, the Company was authorized to issue a total of 8,364,371 options.

## INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS OF THE COMPANY

No person who is or at any time since the commencement of Golden Arrow's last completed financial year was a director, executive officer or senior officer of Golden Arrow, and no associate of any of the foregoing persons has been indebted to Golden Arrow at any time since the commencement of Golden Arrow's last completed financial year. No guarantee, support agreement, letter of credit or other similar arrangement or understanding has been provided by Golden Arrow at any time since the beginning of the most recently completed financial year with respect to any indebtedness of any such person.

## INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed herein, or in Golden Arrow's MD&A for the years ended December 31, 2015, 2014 and 2013 incorporated by reference herein, the directors, executive officers and principal shareholders of Golden Arrow or any associate or affiliate of the foregoing have had no material interest, direct or indirect, in any transactions in which Golden Arrow has participated within the three year period prior to the Record Date, which has materially affected or will materially affect Golden Arrow.

## CORPORATE GOVERNANCE

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 - *Corporate Governance Guidelines* provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, NI 58-101 prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

### ***Board of Directors***

The Company's Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board, both with and without members of the Company's management (including members of management that are also directors) being in attendance. The independent directors are encouraged to meet at any time they consider necessary without any members of management including the non-independent directors being present.

The Company's Board is presently comprised of five directors. The Board has determined David Terry, John Gammon, and Louis Salley to be "independent" based upon the tests for independence set forth in NI 52-110.

The following directors are current members of management and thus are not considered to be independent: Joseph Grosso, Executive Chairman, CEO and President; and Nikolaos Cacos, Vice President Corporate Development. Joseph Grosso is a member of the Company's management and is not independent as he serves as Executive Chairman, President and Chief Executive Officer. Nikolaos Cacos, is not independent under NI 52-110, as a private company, Cacos Consulting Ltd., controlled by Mr. Cacos, has been paid a fee for its services.

### ***Directorships***

Certain of the directors are presently a director of one or more other reporting companies as follows.

<b>Name of Director of the Company</b>	<b>Names of Other Reporting Issuers</b>
Joseph Grosso	n/a
David Terry	Blue Sky Uranium Corp. Comstock Metals Ltd.
Nikolaos Cacos	Blue Sky Uranium Corp. Iron South Mining Corp.
John Gammon	First Point Minerals Corp.
Louis Salley	Minco Base Metals Corporation Azimut Exploration Inc.

### ***Orientation and Continuing Education***

While Golden Arrow does not have formal orientation and training programs, new Board members are provided with:

1. access to recent, publicly filed documents of Golden Arrow; and
2. access to management and technical experts and consultants.

Board members are encouraged to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars and visit Golden Arrow's operations. Board members have full access to Golden Arrow's records.

The Board of Golden Arrow attempts to provide continuing education for its directors in order that they maintain the skill and knowledge necessary for them to meet their obligations as directors. As an example, technical presentations are made at Board meetings, focusing on either a particular property or a summary of various properties. The question and answer portions of these presentations are a valuable learning resource for the non-technical directors.

### ***Ethical Business Conduct***

The Board has responsibility for the stewardship of Golden Arrow including responsibility for strategic planning, identification of the principal risks of the Company's business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), communications with investors and the financial community and the integrity of the Company's internal control and management information systems. To facilitate meeting this responsibility, the Board seeks to foster a culture of ethical conduct by striving to ensure the Company carries out its business in line with high business and moral standards and applicable legal and financial requirements. In that regard, the Board:

- has adopted a Code for its directors, officers, employees and consultants. A copy of the Code can be found on the Company website at [www.goldenarrowresources.com](http://www.goldenarrowresources.com) and is posted on SEDAR at [www.sedar.com](http://www.sedar.com) under Golden Arrow's profile;
- has adopted a written **Whistleblower Policy** for its directors, officers, employees and consultants which details procedures to report financial concerns and ethical business dilemmas. The Board has appointed a Compliance Officer who is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code. The Compliance Officer has direct access to the Audit Committee and the Board and the Compliance Officer is required to report to the Board at least annually on compliance activity;
- is cognizant of the Company's timely disclosure obligations and has adopted a written **Corporate Disclosure and Insider Trading Policy** for its directors, officers, employees and consultants. The Board has established a Disclosure Committee to review material disclosure documents such as financial statements, management's discussion and analysis and press releases prior to their distribution, and identify material information. The Disclosure Committee is comprised of the Company's Chief Executive Officer (CEO), Chief Financial Officer (CFO) and any one director of the Company;
- has adopted a **Foreign Corporate Policy** that outlines the Company's commitment to ethical business practices in every jurisdiction in which it does business. Company directors, officers, employees, management company employees and those who provide services to the Company, shall be expected to act with integrity, honesty and in good faith, support the communities in which it operates and act in accordance with applicable laws with the highest standards of ethical and professional behaviour in foreign jurisdictions;
- encourages management to consult with legal and financial advisors to ensure the Company's requirements are met;
- is cognizant of timely disclosure obligations and reviews material disclosure documents such as financial statements, management's discussion and analysis (MD&A) and press releases prior to their distribution;
- relies on its Audit Committee to annually review the systems of internal financial control and discuss such matters with the Company's external auditor; and

- actively monitors the Company's compliance with the Board's directives and ensures that all material transactions are thoroughly reviewed and authorized by the Board before being undertaken by management.

The Board must also comply with the conflict of interest provisions of the British Columbia *Business Corporations Act*, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

#### ***Nomination of Directors***

The Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors.

#### ***Compensation***

The Board has established a Compensation and Governance Committee which recommends to the Board the directors' and officers' compensation, among other things, on the time commitment, effort and success of each individual contribution towards the success of Golden Arrow and a comparison of the remuneration paid by Golden Arrow to publicly available information of the remuneration paid by other reporting issuers (public companies) that the Committee feels are similarly placed within the industry.

In addition, the directors and officers are granted stock options under the Golden Arrow stock option plan. The Compensation and Governance Committee determines the terms of each stock option within the parameters set out in the stock option plan and applicable stock exchange rules and policies.

#### ***Other Board Committees***

In addition to the following "Audit Committee" section, the Board has established the following committees, described below.

***Compensation and Governance Committee:*** The Compensation and Governance Committee is responsible for the review and setting of all compensation (including stock options) paid by the Company to the CEO, all other executive officers of the Company and the members of the Board. The Committee is also responsible for the governance roles, responsibilities, authorities and powers including the general responsibility for developing and reviewing the approach of the Company to governance issues. (See: "*Executive Compensation – Compensation Process*" above for further details of the Compensation Committee.)

***Disclosure Committee:*** The Board has established a Disclosure Committee, presently comprised of the Company's CEO, CFO and any one director, to assist the Company in the identification and disclosure of material information, fulfilling its responsibilities regarding disclosures to its security holders and the investment community, made on a timely basis. The Disclosure Committee assists with controls and procedures regarding material information disclosure; determines 'blackout' periods for trading; and pre-approves all news releases prior to dissemination.

***Audit Committee:*** The Audit Committee is described in the next section.

#### ***Assessments***

The Compensation and Governance Committee is responsible for reviewing and assessing the effectiveness of the Board of the Company, and making recommendations to the Board regarding the composition and the appropriate size of the Board; reviewing the corporate governance policies and practices of the Company generally and making recommendations thereon to the directors of the Company, including overseeing and making recommendations to the directors of the Company on developing the approach of the Company to corporate governance issues and practices and formulating the response of the Company to the corporate governance guidelines and disclosure requirements.

## AUDIT COMMITTEE DISCLOSURE

NI 52-110 of the Canadian securities administrators requires the Company's audit committee to meet certain requirements. It also requires the Company to disclose in this Circular certain information regarding the audit committee. That information is disclosed below.

### Overview

The overall purpose of the Audit Committee of the Company is to ensure that the Company's management has designed and implemented an effective system of internal financial controls, to review and report on integrity of the consolidated financial statements of the Company and to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of material facts.

### The Audit Committee's Charter

The Company's Board has adopted a charter for the Audit Committee which sets out the Committee's mandate, organization, powers and responsibilities. The complete Charter is attached as Exhibit "A" to this Circular.

### Composition of the Audit Committee

The Audit Committee consists of three directors. The following table sets out the names of the members of the Audit Committee and whether they are 'independent' and 'financially literate'.

Name of Member	Independent <sup>(1)</sup>	Financially Literate <sup>(2)</sup>
David Terry	Yes	Yes
John Gammon	Yes	Yes
Nikolaos Cacos	No	Yes

<sup>(1)</sup> To be considered to be independent, a member of the Audit Committee must not have any direct or indirect 'material relationship' with the Company. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

<sup>(2)</sup> To be considered financially literate, a member of the Audit Committee must have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

### Relevant Education and Experience

The education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

1. an understanding of the accounting principles used by the Company to prepare its financial statements;
2. the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
3. experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities; and
4. an understanding of internal controls and procedures for financial reporting, are as follows:



Name of Member	Education/Experience
Dr. David Terry	Dr. Terry has extensive executive and exploration experience with mining exploration companies and presently sits of the boards of several publicly traded companies.
Nikolaos Cacos	Mr. Cacos has over 20 years of management expertise in the mineral exploration industry. He holds extensive experience in administration and providing strategic planning for public companies. Mr. Cacos served as Director and officer of several publicly traded companies. He holds a Master of International Management degree from Heidelberg, Germany, and a Bachelor of Science degree from the University of British Columbia.
Dr. John Gammon	Dr. Gammon has extensive experience with mining exploration companies and presently sits of the boards of several publicly traded companies. He holds a B.Sc. (honours) degree in Geology from the University of Leicester, UK, and a Ph.D in Geology from Durham University, UK. Dr. Gammon spent seventeen years with the Government of Ontario, Canada, in the Ministry of Northern Development and Mines, the first two as Director, Mineral Development and Lands Branch and then as Assistant Deputy Minister, Mines and Mineral Division. He was senior advisor on mining issues to five successive governments.

### Complaints Process

The Board has established, and the Audit Committee is responsible for the effectiveness of, the Whistleblower Policy which outlines procedures for the confidential, anonymous submission by directors, officers, employees and consultants regarding the Company's compliance with all applicable government laws, rules and regulations, corporate reporting and disclosure, accounting practices, accounting controls, auditing practices and other matter relating to fraud against shareholders, without fear of retaliation of any kind. If an applicable individual has any concerns about any of these accounting matters which they consider to be questionable, incorrect, misleading or fraudulent, the applicable individual is urged to come forward with any such information, complaints or concerns, without regard to the position of the person or persons responsible for the subject matter of the relevant complaint or concern.

The applicable individual may report their concern in writing, by telephone or e-mail and forward it to the Company's Compliance Officer. All submissions will be treated on a confidential and anonymous basis, except when the matter refers to violation of any applicable law, rule or regulation that relates to the corporate reporting and disclosure, or refers to the violation of the Company's Code of Business Conduct and Ethics, when the person making the submission must be identified for purposes of performing the investigation. Further, the Company will not discharge, discipline, demote, suspend, threaten or in any manner discriminate against any person who submits in good faith any accounting concern.

Promptly following the receipt of any complaints submitted to it, the Audit Committee will investigate each complaint and take appropriate corrective actions.

The effectiveness of the "Whistleblower Policy" is monitored by the Audit Committee and it is posted on the Company's website at [www.goldenarrowresources.com](http://www.goldenarrowresources.com) under *About Us - Corporate Governance*.

### Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year, was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Company's Board.

### Reliance on Certain Exemptions - NI 52-110

#### *Reliance on Exemptions in NI 52-110 regarding De Minimis Non-audit Services or on a Regulatory Order Generally*

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 (which exempts all non-audit services provided by the Company's auditor from the requirement to be preapproved by the Audit Committee if such services are less than 5% of the auditor's annual fees charged to the Company, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by

the Audit Committee prior to the completion of that year’s audit) or an exemption from NI 52-110, in whole or in part, granted by a securities regulator under Part 8 (*Exemptions*) of NI 52-110.

*Reliance on Exemptions in NI 52-110 regarding Audit Committee Composition & Reporting Obligations*

Since the Company is a “venture issuer”, as defined in NI 52-110, it relies on the exemption contained in section 6.1 of NI 52-110 from the requirements of Part 3 Composition of the Audit Committee (as described in “*Composition of the Audit Committee*” above) and Part 5 Reporting Obligations of NI 52-110 (which requires certain prescribed disclosure about the Audit Committee in the Company’s Annual Information Form, if any, and this Circular).

**Pre-Approval Policies and Procedures**

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in section C.2 (e) of the Audit Committee Charter, attached hereto as Exhibit “A”.

**External Auditor Service Fees (By Category)**

The following table discloses the fees billed to the Company by its external auditor during the last two financial years.

<b>Financial Year Ending</b>	<b>Audit Fees<sup>(1)</sup></b>	<b>Audit Related Fees<sup>(2)</sup></b>	<b>Tax Fees<sup>(3)</sup></b>	<b>All Other Fees<sup>(4)</sup></b>
December 31, 2015	\$67,665	\$16,275	\$83,729	\$68,250
December 31, 2014	\$51,340	\$920	\$5,500	\$
December 31, 2013	\$48,000	\$2,400	\$Nil	\$Nil

<sup>(1)</sup> The aggregate fees billed and to be billed by the Company’s auditor for audit fees.

<sup>(2)</sup> The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company’s financial statements and are not disclosed in the ‘Audit Fees’ column.

<sup>(3)</sup> The aggregate fees billed for professional services rendered by the Company’s auditor for tax compliance, tax advice and tax planning.

<sup>(4)</sup> The aggregate fees billed for professional services other than those listed in the other three columns.

**MANAGEMENT CONTRACTS**

Presently, in addition to the engagement agreements entered into between the Company and the NEOs as described under the heading, “*Executive Compensation – Named Executive Officers Agreements*” above, the Company is also party to the following management agreements:

***Grosso Group Management Ltd.***

Pursuant to the terms of an Administration Services Agreement, the Company engaged Grosso Group (located at Suite 411-837 West Hastings Street, Vancouver, B.C.) to provide services and facilities to the Company since January 2005.

During fiscal 2010, the Company entered into a Management Services Agreement with Grosso Group Management Ltd. which provides its member companies with administrative and management services. The Grosso Group’s areas of experience encompass financing, marketing, property acquisition, community relations, socioeconomic issues, regulatory compliance, government relations, and property exploration. The Grosso Group staff is available to the member companies on a cost recovery basis without the expense of full time personnel.

The member companies pay monthly fees to the Grosso Group on a cost recovery basis. The fee is based upon a reasonable pro-rating of the Grosso Group’s costs including its staff and overhead costs among each member company with regard to the mutually agreed average annual level of services provided to each member company. The current fee is expected to be \$50,000 per month. This fee is reviewed and adjusted quarterly based on the level of services required. The Agreement expired on December 31, 2012 and was automatically renewed for a period of two years pursuant to the terms of the Agreement.

The Management Services Agreement may be terminated by the Grosso Group upon 30 days written notice to the Company, and terminated by the Company upon 90 days written notice to the Grosso Group (refer to the Notes to the Company's audited financial statements for the year ended December 31, 2015).

Mr. Grosso is director and officer of the Grosso Group, and a director and officer of the Company. Mr. Nikolaos Cacos is a director of the Grosso Group, and a director and officer of the Company. During 2014, Mr. Urquhart was an officer of the Company and was also an officer of Grosso Group. See "*Executive Compensation – Narrative Discussion; Named Executive Officer Agreements*" for details of agreements with Messrs. Grosso and Urquhart.

Each of the member companies which have entered into the Grosso Group Management Services Agreement has its own separate board of directors (whose members may include persons employed by the Grosso Group); however, some directors will serve on multiple boards and on the board of directors of companies which are not members of the Grosso Group.

During the financial year ended December 31, 2015, the Grosso Group invoiced the Company for a total of \$993,360 (2014 - \$837,300; 2013 - \$566,100).

***Mr. Nikolaos Cacos and Cacos Consulting Ltd.***

The Company entered into an engagement agreement with Cacos Consulting Ltd. ("Cacos Consulting"), of which Nikolaos Cacos is a principal, related to the position of Vice President Corporate Development of the Company, with effect as of November 1, 2012. Mr. Cacos, on behalf of Cacos Consulting, shall cause performance of all duties customarily performed by a Vice President Corporate Development of a publicly-traded company engaged in mineral exploration including formulating strategy, assisting in the affairs of the Company and executing the Company's business plan for an annual fee of \$120,000 per year. The engagement relationship between Cacos Consulting and the Company is non-exclusive and Cacos Consulting may enter into engagement relationships with other companies. The termination provisions provide a payment equal to two times the annual fee be paid in the event of termination without cause. In the event of a change of control, Cacos Consulting will receive a payment equal to two times the annual fee.

During fiscal 2015, Mr. Cacos received aggregate fees of \$195,500 comprised of a salary from Golden Arrow of \$120,000 (2014 - \$1120,000; 2013 - \$120,000), and a salary from the Grosso Group of \$75,000 that was allocated to Golden Arrow as part of the Grosso Group fees for the year.

***Dr. David Terry and Vinland Holdings Ltd.***

During the year ended December 31, 2015, Vinland Holdings Ltd. ("Vinland"), a private company controlled by Dr. Terry, a director and former officer of the Company, provided executive services as a consultant to the Company pursuant to a consulting agreement. Vinland's total compensation was \$26,800 (2014 - \$30,925; 2013 - \$32,200), for geological services which included monthly consultant fees and directors' fees.

***Mr. Darren Urquhart***

During the year ended December 31, 2014, the Company entered into an engagement agreement with Darren Urquhart Chartered Accountant Inc. ("DUCAI"), a company controlled by Darren Urquhart, with effect as of April 25, 2014, to provide executive services to the Company, whereby Darren Urquhart, on behalf of DUCAI, shall cause performance of all duties customarily performed by a Chief Financial Officer of a publicly-traded company engaged in mineral exploration including formulating strategy, assisting in the affairs of the Company and the financial, compliance and regulatory requirements, and executing the Company's business plan for an annual fee of \$60,000 per year. The engagement relationship between Urquhart Inc. and the Company is non-exclusive and DUCAI may enter into engagement relationships with other companies. The termination provisions provide a payment equal to one time the annual fee be paid in the event of termination without cause. In the event of a change of control, DUCAI will receive a payment equal to one time the annual fee. During the year ended December 31, 2015, Mr. Urquhart's total compensation from the Company was \$68,513 (2014 - \$65,717; 2013 - \$Nil).

## PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

### APPOINTMENT OF AUDITORS

Unless such authority is withheld, the persons named in the accompanying proxy intend to vote for the appointment of PricewaterhouseCoopers, LLP, as auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration. PricewaterhouseCoopers LLP has been the auditor for the Company since its incorporation in 2004.

**Management recommends Shareholders to vote for the ratification of the appointment of PricewaterhouseCoopers LLP, Chartered Accountants, as the Company's auditors for the Company's fiscal year ending December 31, 2016 at remuneration to be fixed by the Company's Board.**

### OTHER MATTERS

Management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy accompanying this Circular to vote the same in accordance with their best judgment of such matters.

### ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com) or the Company's website resources [www.goldenarrowresources.com](http://www.goldenarrowresources.com). Financial information relating to Golden Arrow Resources Corporation is provided in the Company's comparative financial statements and Management's Discussion & Analysis for the financial year ended December 31, 2014. Shareholders may contact the Company to request copies of financial statements and Management's Discussion & Analysis at the following address:

GOLDEN ARROW RESOURCES CORPORATION  
Suite 411, 837 West Hastings Street  
Vancouver, BC V6C 3N6  
Phone: (604) 687-1828; Fax: (604) 687-1858

### CERTIFICATION AND BOARD APPROVAL

The undersigned hereby certifies that the contents and the sending of this Circular to the Company's Shareholders have been approved by the Board. The foregoing contains no untrue statement of material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

DATED at Vancouver, British Columbia, as of May 24, 2016.

ON BEHALF OF THE BOARD OF  
GOLDEN ARROW RESOURCES CORPORATION

*"Joseph Grosso"*  
Executive Chairman, President, CEO and Director

**GOLDEN ARROW RESOURCES CORPORATION**

(the "Company")

**AUDIT COMMITTEE CHARTER**

*(Adopted by the Board of Directors on May 1, 2009; amended May 27, 2010)*

**GOLDEN ARROW RESOURCES CORPORATION**  
(the “Company”)

**AUDIT COMMITTEE CHARTER**

**A. PURPOSE**

The overall purpose of the Audit Committee (the “Committee”) is to ensure that the Company’s management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Company and to review the Company’s compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information.

**B. COMPOSITION, PROCEDURES AND ORGANIZATION**

The Committee shall consist of at least three members of the Board of Directors (the “Board”), the majority of whom shall not be officers, employees or control persons of the Company or its associates or affiliates (as the terms “control person”, “associate” and “affiliate” are defined in the TSX Venture Exchange’s Corporate Finance Manual).

- 1) The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
- 2) Unless the Board has appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
- 3) The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
- 4) The Committee shall have access to such officers and employees of the Company and to the Company’s external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
- 5) Meetings of the Committee shall be conducted as follows:
  - a) the Committee shall meet at least four times annually, or more frequently as circumstances dictate, at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
  - b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and
  - c) management representatives may be invited to attend all meetings except private sessions with the external auditors.
- 6) The external auditors shall communicate directly to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

**C. ROLES AND RESPONSIBILITIES**

- 1) The overall duties and responsibilities of the Committee shall be as follows:
  - a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and interim consolidated financial statements and related financial disclosure;
  - b) to establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance;
  - c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and
  - d) to report regularly to the Board on the fulfilment of its duties and responsibilities.
- 2) The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
  - a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;
  - b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
  - c) review the audit plan of the external auditors prior to the commencement of the audit;
  - d) to review with the external auditors, upon completion of their audit:
    - (i) the contents of their report;
    - (ii) the scope and quality of the audit work performed;
    - (iii) the adequacy of the Company's financial and auditing personnel;
    - (iv) the co-operation received from the Company's personnel during the audit;
    - (v) the internal resources used;
    - (vi) any significant transactions outside of the normal business of the Company;
    - (vii) any significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
    - (viii) any non-audit services provided by the external auditors;
  - e) to pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the external auditors; provided that:
    - (i) the Committee may delegate to one or more independent members the authority to pre-approve non-audit services, provided that such independent members must report such pre-approval to the Committee at the first scheduled meeting of the Committee following such pre-approval; and
    - (ii) the Committee shall have satisfied the requirement for pre-approval in paragraph 6)e) if:

## EXHIBIT "A"

- 1) the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than five percent of the total amount of fees paid by the Company and its subsidiary entities to the external auditors during the fiscal year in which the services are provided;
  - 2) the Company or its subsidiary entity, as the case may be, did not recognize the services as non-audit services at the time of the engagement; and
  - 3) the services are promptly brought to the attention of the Committee and approved, prior to the completion of the audit, by the Committee or one of its members to whom pre-approval authority has been granted pursuant to subparagraph 6)e)(i);
- f) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles;
  - g) to implement structures and procedures to ensure that the Committee meets with the external auditors on a regular basis in the absence of management; and
  - h) to review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and any former external auditor of the Company.
- 3) The duties and responsibilities of the Committee as they relate to the Company's internal auditors are to:
- a) periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department;
  - b) review and approve the internal audit plan; and
  - c) review significant internal audit findings and recommendations, and management's response thereto.
- 4) The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:
- a) establish adequate procedures for:
    - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
    - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
  - b) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
  - c) review compliance under the Company's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;
  - d) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
  - e) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.



- 5) The Committee is also charged with the responsibility to:
- a) review the Company’s annual and interim financial statements and related Management’s Discussion & Analysis (“**MD&A**”) and earnings press releases, including the impact of unusual items and changes in accounting principles and estimates, and any press releases related to the foregoing, and report to the Board with respect thereto;
  - b) review and approve the financial sections of:
    - (i) the annual report to shareholders;
    - (ii) the annual information form;
    - (iii) prospectuses;
    - (iv) news releases discussing financial results of the Company; and
    - (v) other public reports of a financial nature requiring approval by the Board;and report to the Board with respect thereto, or alternatively establish adequate procedures for the review of the financial sections of such disclosure documents and periodically assess the adequacy of such procedures;
  - c) review regulatory filings and decisions as they relate to the Company’s consolidated financial statements;
  - d) review the appropriateness of the policies and procedures used in the preparation of the Company’s consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
  - e) review and report on the integrity of the Company’s consolidated financial statements;
  - f) review the minutes of any audit committee meeting of subsidiary companies;
  - g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements; and
  - h) review the Company’s compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information.

(Adopted by the Board of Directors on May 1, 2009; amended May 27, 2010)