



GOLDEN ARROW
RESOURCES CORPORATION

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

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Golden Arrow Resources Corporation (“**Golden Arrow**” or the “**Company**”) will be held at The Terminal City Club, Suite 411, 837 West Hastings Street, Vancouver, British Columbia on Wednesday, June 26, 2019 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, 2018, and the report of the auditors thereon;
2. to elect the directors of the Company to hold office until the next annual general meeting;
3. to appoint the auditors of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration; and
4. 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 at the Meeting, please exercise your right to vote by signing and returning the enclosed form of Proxy to the Company’s registrar and transfer agent, Computershare Investor Services Inc., Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by toll-free fax (North America fax 1-866-249-7775; International fax +1-416-263-9524) by 10:00 AM (Vancouver time) not later than Monday, June 24, 2019, or at least forty-eight (48) hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

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 AM (Vancouver time) not later than Monday, June 24, 2019, or at least forty-eight (48) hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof. **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 21st day of May, 2019.

GOLDEN ARROW RESOURCES CORPORATION

“Joseph Grosso”

Joseph Grosso
Executive Chairman, President, CEO and Director