



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 24th day of May, 2016.

GOLDEN ARROW RESOURCES CORPORATION

"Joseph Grosso"

Joseph Grosso

Executive Chairman, President, CEO and Director