



GOLDEN ARROW
RESOURCES CORPORATION

Suite 709, 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, Suite 709, 837 West Hastings Street, Vancouver, British Columbia, V6C 3N6 on July 28, 2015 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, 2014, 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 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, 9th Floor, 100 University Avenue, P.O. Box 4572, Toronto, Ontario, M5J 2Y1, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

The enclosed form of Proxy appoints nominees of the Company’s management as proxyholder and you may amend the Proxy, if you wish, by inserting in the space provided the name of the person you wish to represent you as proxyholder at the Meeting.

If your common shares of Golden Arrow are held in a brokerage account, then you are an unregistered Shareholder, or a beneficial holder, and received these materials through your broker or through another intermediary. Please complete and return the proxy form or other authorization form provided to you by your broker or intermediary provided to you in accordance with the instructions provided by such broker or other intermediary well in advance of the Meeting.

DATED this 23rd day of June, 2015.

GOLDEN ARROW RESOURCES CORPORATION

“Joseph Grosso”

Joseph Grosso
Executive Chairman, President, CEO and Director