

MANAGEMENT INFORMATION CIRCULAR

The Board of Directors of Golden Cariboo Resources Ltd. invites you to attend the Annual and Special General Meeting of shareholders (the “**Meeting**”) to be held on Thursday, August 8, 2013 at 10:00 a.m. (Vancouver Time) at 675 West Hastings Street, 15th Floor, Vancouver, BC.

The Meeting is being held for the following purpose:

1. to receive the audited financial statements of the Company for the year ended September 30, 2012 together with the auditor's report on those statements;
2. to set the number of directors for the ensuing year at three;
3. to elect directors of the Company for the ensuing year;
4. to re-appoint BDO Canada LLP, Chartered Accountants as auditors for the Company and to authorize the directors of the Company to fix the auditor’s remuneration;
5. to consider, and if thought advisable, to approve, with or without variation, resolutions approving a stock option plan for the Company, which is more fully described in the management information circular accompanying this Notice of Meeting; and
6. to transact such other business as may properly come before the Meeting and any adjournment thereof.

The Management Information Circular (the “**Circular**”) accompanies this Notice. The Circular contains details of the matters to be considered at the Meeting. The Board of Directors of the Company has fixed July 2, 2013 as the record date for determining which shareholders are entitled to receive this Notice of Meeting and to vote at the Meeting.

If you are a registered shareholder and you are unable to attend the Meeting in person and wish to ensure that your shares will be voted at the Meeting, please complete, date and sign the enclosed form of proxy, and deliver it to Computershare Investor Services Inc, at 2nd floor 510 Burrard Street, Vancouver, BC V6C 3B9 at least 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the Meeting or any adjournment. As set out in the notes to the Proxy, the Proxy is solicited by management, but you may amend it, if you so desire, by striking out the names listed on it and inserting in the space provided the name of the person you wish to have represent you at the Meeting.

If you are a non-registered shareholder and you plan to attend the Meeting, please follow the instructions set out in this Circular, and on the form of proxy or voting instruction form you received, to ensure that your shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Vancouver, British Columbia, this 2nd day of July, 2013

BY ORDER OF THE BOARD OF DIRECTORS

“J. Frank Callaghan”

J. Frank Callaghan
President and CEO