

GOLDEN CARIBOO RESOURCES LTD.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the Annual and Special Meeting (the "Meeting") of Golden Cariboo Resources Ltd. (the "Company") will be held at 15th Floor – 675 West Hastings Street, Vancouver, BC, on June 1, 2011 at 10:00 a.m. (Vancouver Time) for the following purposes:

1. to receive and consider the audited financial statements of the Company for the year ending September 30, 2010 together with the auditor's report thereon and the related management discussion and analysis;
2. to appoint BDO Canada LLP as auditors for the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration to be paid to the auditors;
3. to elect directors of the Company for the ensuing year;
4. to consider and if thought fit to pass an ordinary resolution to amend the Stock Option Plan as more particularly described in the accompanying Management Information Circular (the "Circular"); and
5. to transact such other business as may properly come before the Meeting and any adjournment thereof.

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 April 1, 2011 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Circular.

Non-registered shareholders who plans to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form and in the Circular to ensure that their 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 1st day of May, 2011.

BY ORDER OF THE BOARD OF DIRECTORS

"J. Frank Callaghan"
J. Frank Callaghan
President and CEO