

GOLDEN CARIBOO RESOURCES LTD.
Suite 610 - 1100 Melville Street
Vancouver, British Columbia V6E 2Y3

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**NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON FRIDAY, DECEMBER 19, 2014**

Golden Cariboo Resources Ltd. (the “**Company**”) has decided to use the notice and access model (“**Notice and Access**”) provided for under National Instrument 54-101 for the delivery of the Company’s management information circular (“**Information Circular**”) to its shareholders for the Annual General Meeting of shareholders to be held on Friday, December 19, 2014 (“**Meeting**”). Under Notice and Access, instead of receiving printed copies of the Information Circular, shareholders are receiving this notice with information on how they may access the Information Circular electronically. However, together with this notice, shareholders will continue to receive a proxy (in the case of registered shareholders) or voting instruction form (in the case of non-registered shareholders) enabling them to vote at the Meeting. No Annual Financial Statements are included in this mailing.

NOTICE IS HEREBY GIVEN that the Meeting will be held at **Suite 610 - 1100 Melville Street Vancouver, British Columbia V6E 2Y3** on **Friday, December 19, 2014** (“**Meeting Date**”) at **10:00 am (Vancouver Time)** for the following purposes:

1. To receive the audited financial statements of the Company for the fiscal year ended September 30, 2013 (with comparative statements relating to the preceding fiscal period) together with the report of the auditor therein;
2. To fix the number of directors at three (3);
3. To elect the directors;
4. To re-appoint BDO Canada LLP, as auditor of the Company and to authorize the directors to fix their remuneration;
5. To consider and, if thought fit, pass an ordinary resolution, approving the Company's rolling stock option plan and reserving for the grant of options of up to 10% of the issued and outstanding common shares of the Company at the time of any stock option grant, as more particularly described in the accompanying Information Circular;
6. To consider and, if thought fit, to pass with our without variation, an ordinary resolution to approve an alteration to the Company’s Articles to include provisions requiring advance notice from shareholders of director nominees, as more particularly described in the accompanying Information Circular;
7. To consider and, if thought fit, to pass with our without variation, an ordinary resolution to approve an alteration to the Company’s Articles to include provisions requiring advance notice from shareholders of director nominees, as more particularly described in the accompanying Information Circular; and
8. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The Company urges shareholders to review the Information Circular before voting.

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities you must vote online, by telephone or by mailing the enclosed Proxy or Voting Instruction Form for receipt before 10:00 am (Vancouver Time) on Wednesday, December 17, 2014 using the enclosed Business Reply Envelope.

Accessing the Information Circular Online

The Information Circular (and the financial statement request card) can be viewed online under the Company's profile at www.sedar.com or www.goldencariboo.com.

Requesting a Copy of the Information Circular

Shareholders can request that printed copies of the Information Circular be sent to them by postal delivery at no cost to them up to one year from the date the Information Circular was filed on SEDAR. Registered shareholders and non-registered shareholders may make their request through the following website, www.goldencariboo.com, or by calling 1-800-663-9688 (Toll-Free).

To receive the Information Circular in advance of the proxy deposit date and Meeting Date, requests for printed copies must be received no later than 10:00 a.m. (Vancouver Time) on Friday, December 12, 2014.

Registered Shareholders

Every registered shareholder of common shares at the close of business on November 5, 2014 is entitled to receive notice of, and to vote such common shares at the Meeting. Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their common shares will be voted at the Meeting are requested to complete, sign and deliver the enclosed form of proxy to: Computershare Investor Services Inc. (the "**Transfer Agent**"), of 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 by 10:00 a.m. Vancouver time on Wednesday, December 17, 2014. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment(s) thereof. Further instructions with respect to the voting by proxy are provided in the form of proxy and in the Information Circular.

Non-Registered Shareholders

Shareholders may beneficially own common shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary ("**Non-Registered Shareholders**"). Without specific instructions, intermediaries are prohibited from voting shares for their clients. **If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by your broker, intermediary or its agent is returned according to their instructions, sufficiently in advance of the deadline specified by the broker, intermediary or its agent, to ensure that they are able to provide voting instructions on your behalf.**

Shareholders with questions about Notice and Access can contact the Company, Toll-Free at 1-800-663-9688.

Dated at Vancouver, British Columbia this 5th day of November, 2014.

By Order of the Board of Directors

(signed) "J. Frank Callaghan"

President, Chief Executive Officer & Director