GOLDEN CARIBOO RESOURCES LTD.



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

Security Class

Holder Account Number

Form of Proxy - Annual General Meeting to be held on Tuesday, August 11, 2015

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

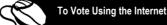
- 1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein (except when voting by telephone), please strike out the names of those persons in this proxy and insert the name of your chosen proxyholder in the space provided (see reverse).
- If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting
 on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this
 proxy.
- 3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
- 4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
- 5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter or where both choices have been specified, this proxy will be voted as recommended by Management.
- 6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
- This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
- 8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Proxies submitted must be received by 11:00 AM (Pacific Time) on Friday, August 7, 2015.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!

To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.
 - 1-866-732-VOTE (8683) Toll Free



- Go to the following web site: www.investorvote.com
- Smartphone? Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER

I/We being holder(s) of Golden Cariboo Resources Ltd. (the "Company") hereby appoint: J. Frank Callaghan, or failing him, Andrew H. Rees, or failing him, Christopher P. Cherry, (collectively "Management's Nominees")			OR	OR Print the name of the person you are appointing if this person is someone other than Management's Nominees as set out herein.									
as my/our proxyholder with full power of given, or where both choices have been of the Company to be held at 510 Burrar	substitutio specified, d Street, 3	n and to att in favour of rd Floor, Va	end, act and to vote all matters describe ancouver, B.C., on A	e for and o ed herein) August 11,	n behalf of the shareh and all other matters 2015 at 11:00 AM (P	older i that m acific 7	in accorda ay proper Time) and	ance with the rly come befo I at any adjou	following di re the Annu rnment or p	rection (or if r al General M ostponement	no directions l eeting of shar thereof.	nave been eholders	
VOTING RECOMMENDATIONS ARE IN		BY HIGH	IGHTED TEXT OV	ER THE B	BOXES.								
											For	Against	
1. Number of Directors To set the number of Directors at for	ur.												
2. Election of Directors	of Directors				For Withhold						For	Withhold	
01. Andrew H. Rees			02. Glen MacD	onald		03.		03. Christopher P. Cherry					
04. Thomas Kennedy													
											For	Withhold	
3. Appointment of Auditors Appointment of BDO Canada LLP a:	s Auditors	s of the Co	ompany for the en	isuing yea	ar and authorizing t	he Dii	rectors to	o fix their re	muneratio	۱.			
											For	Against	
4. Stock Option Plan To consider and, if thought fit, pass of up to 10% of the issued and outst accompanying Information Circular.													
Authorized Signature(s) - This section must be completed for your Signature(s) instructions to be executed.										Date			
I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.													
Interim Financial Statements - Mark this box like to receive Interim Financial Statements an accompanying Management's Discussion and mail.	d		like to receive the	Annual Fina	s - Mark this box if you w ancial Statements and Discussion and Analysis				nformation C	ark this box if y rcular by mail fi	ou would like to or the next		
If you are not mailing back your proxy, you ma	y register or	nline to receiv	ve the above financial	report(s) by	mail at www.computersh	are.cor	m/mailingli	st.					
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