

GOLDEN CARIBOO RESOURCES LTD.

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NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Golden Cariboo Resources Ltd. (the “**Company**”) will be held at the offices of Computershare Investor Services Inc., 510 Burrard Street, 3rd Floor, Vancouver, British Columbia V6C 3B9 on Wednesday, February 10, 2016 (“**Meeting Date**”) at 11:00 am (Vancouver Time) for the following purposes:

1. To receive the audited financial statements of the Company for the fiscal year ended September 30, 2015 (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 four (4);
3. To elect the directors for the ensuing year;
4. To appoint the auditors of the Company and to authorize the directors to fix the auditor’s remuneration.
5. To consider, and if thought fit, to pass an ordinary resolution ratifying and approving the Company’s 10% incentive stock option plan, as more particularly described in the accompanying management information circular of the Company dated December 31, 2015 (the “**Information Circular**”);
6. To consider, and if thought fit, to pass an ordinary resolution of disinterested shareholders approving a proposed shares for debt transaction which will result in the creation of a Control Person of the Company, as more particularly described in the accompanying Information Circular; and
7. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Meeting is the Information Circular, a form of proxy (the “**Proxy**”) and a Financial Statement Request Form. The accompanying Information Circular includes more detailed information relating to the matters to be addressed at the Meeting. The Information Circular is deemed to form a part of this Notice.

Registered Shareholders

Every registered shareholder of common shares (the “**Common Shares**”) at the close of business on December 31, 2015 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. 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 accompanying this Notice.

Beneficial 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 (“**Beneficial Shareholders**”). Without specific instructions, intermediaries are prohibited from voting Common Shares for their clients. **If you are a Beneficial Shareholder, it is vital that the voting instruction form provided to you by the Transfer Agent, your broker, intermediary or its agent is returned according to the instructions provided in or with such form, sufficiently in advance of the deadline specified, to ensure that they are able to provide voting instructions on your behalf.**

Dated at Vancouver, British Columbia this 31st day of December, 2015.

By Order of the Board of Directors

(signed) “Thomas Kennedy”

Chief Executive Officer & Director