



Golden Cariboo Resources Ltd.

804 – 750 West Pender Street
Vancouver, British Columbia V6C 2T7

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING (2021) OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders of common shares of Golden Cariboo Resources Ltd. (the “**Company**”) will be held at Suite 804, 750 West Pender Street, Vancouver, British Columbia on **Wednesday March 25, 2021** at 11:00 a.m. (Vancouver Time) for the following purposes:

1. To receive the audited financial statements of the Company for the fiscal year ended September 30, 2020 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, pass an ordinary resolution to approve the Company’s New Stock Option Plan, as more particularly described in the accompanying management information circular of the Company dated February 18, 2021 (the “**Information Circular**”);
6. To amend the Company’s Articles as more particularly described in the accompanying management information circular of the Company dated February 18, 2021 (the “**Information Circular**”); and
7. To transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice is the Information Circular in respect of the Meeting, which includes, among other things, the full text of the above resolutions and detailed information relating to the matters to be addressed at the Meeting. Please advise the Company of any change in your mailing address.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

Registered Shareholders: Every registered shareholder of common shares at the close of business on the record date is entitled to receive notice of and to attend and 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 c/o Proxy Dept., Computershare Investor Services Inc., 100 University Avenue, 8th Floor, 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 later than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournments 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.

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 agent, to ensure that they are able to provided voting instructions on your behalf.**

Dated at Vancouver, British Columbia, this 18th day of February, 2021.

GOLDEN CARIBOO RESOURCES LTD.

“Thomas Kennedy”
President and CEO