

GOLDEN CROSS RESOURCES INC.

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Dear Golden Cross Shareholder,

It is my pleasure to extend to you, on behalf of the board of directors of Golden Cross Resources Inc. (“**Golden Cross**” or the “**Company**”), an invitation to attend the annual general and special meeting (the “**Meeting**”) of the shareholders of Golden Cross (the “**Golden Cross Shareholders**”) to be held at the offices of the Company’s solicitors located at Suite 1820, 925 West Georgia Street, Vancouver, British Columbia, Canada, on March 21, 2013 at 11 AM (Pacific time).

The Golden Cross Shareholders that will be entitled to receive notice of, to attend and to vote at the Meeting are the Golden Cross Shareholders of record on February 14, 2013.

At the Meeting, you will be asked to consider and, if deemed advisable, approve, the following:

A. Annual Matters

1. To receive the audited financial statements of the Company for the financial year ended September 30, 2012, the auditor’s report thereon and the management’s discussion and analysis for the financial year ended September 30, 2012;
2. To fix the number of directors for the ensuing year at five (5);
3. To elect directors of the Company for the ensuing year; and
4. To appoint I. Vellmer Inc., Chartered Accountant, as auditor for the ensuing year and to authorize the directors to fix the auditor’s remuneration.

B. Special Matters

1. To approve by way of ordinary resolution, the consolidation of the common shares of the capital of Golden Cross on the basis of two (2) common shares being consolidated into one (1) common share (the “**Consolidation**”);
2. Subject to the approval of the Consolidation, to approve by way of ordinary resolution, the acquisition of all of the issued and outstanding shares of Blue Gold Tailing Technologies Ltd. (“**Blue Gold**”) by way of three-cornered amalgamation (the “**Amalgamation**”) between Blue Gold, Golden Cross and Golden Cross Acquisition Inc. (“**Merger Sub**”), a newly incorporated wholly-owned Ontario subsidiary of Golden Cross;
3. Subject to the approval of the Consolidation and the Amalgamation, to approve by way of special resolution, the continuance of the Company from the Province of British Columbia into the Province of Ontario, if and at such a time as the directors of Golden Cross determine it is desirable (the “**Continuance**”); and,
4. To transact any other business that may properly come before the Meeting and any adjournment thereof.

The full details of the Annual Matters, the Consolidation, the Amalgamation and the Continuance are set out in the accompanying information circular (the “**Information Circular**”). Assuming approval of the Consolidation, the Amalgamation and the Continuance by the requisite majority of Golden Cross Shareholders (respectively, the “**Consolidation Resolution**”, the “**Amalgamation Resolution**” and the “**Continuance Resolution**”) and the approval of the Amalgamation by the requisite majority of Blue Gold shareholders at their own, separate shareholder’s meeting, the following is a summary of the process and results of the Consolidation, the Amalgamation and the Continuance:

1. Golden Cross will file articles of amendment to effect the Consolidation;
2. Blue Gold and Merger Sub will amalgamate and continue as one corporation under the Ontario BCA ("**Amalco**"); and,
3. Concurrent with the Amalgamation:
 - (a) each issued and outstanding common share of Blue Gold will be exchanged for 0.373549223 of a consolidated common share of Golden Cross. No fractional Golden Cross shares will be issued and in the event that fractional Golden Cross shares are created, they will be dealt with in accordance with the Amalgamation Agreement; and,
 - (b) Golden Cross will issue up to 9,000,000 consolidated common shares of Golden Cross as Earn-Out Shares to certain individuals designated by the directors of Blue Gold (the "**Earn-Out Shares**") to be released after closing pursuant to the Earn-Out Share Formula;

which will result in Amalco becoming a wholly-owned subsidiary of Golden Cross upon completion of the Amalgamation and all former Blue Gold shareholders becoming shareholders of Golden Cross.

In total, 38,000,000 consolidated common shares of Golden Cross are expected to be issued as consideration for the acquisition of Blue Gold through the Amalgamation. 9,000,000 consolidated common shares of Golden Cross are expected to be issued as Earn-Out Shares.

The Amalgamation is being proposed under the terms of an amalgamation agreement, dated November 21, 2012, as amended on January 16, 2013 and January 30, 2013 between Golden Cross, Blue Gold and Merger Sub (the "**Amalgamation Agreement**.") The Amalgamation Agreement was filed by Golden Cross under its public disclosure record at www.SEDAR.com on November 22, 2012, and the amendments thereto were respectively filed on January 23, 2013 and February 1, 2013.

Upon completion of the Consolidation and the Amalgamation, Golden Cross, as the Resulting Issuer, will change its name to "Blue Gold Water and Tailings Ltd." or such other name as may be accepted by the Director appointed under the Business Corporations Act (Ontario) or the Registrar appointed under the Business Corporations Act (British Columbia). The existing directors of Golden Cross will resign, with the exception of Lance Morginn and John Morita, and Alfredo Albi, Raj Kurichh and David Rowson will be appointed as directors. The former shareholders of Blue Gold will hold approximately 58% of the issued and outstanding shares of Golden Cross, on an undiluted basis, as further described in the accompanying Information Circular.

In connection with the Amalgamation and as set out in the Amalgamation Agreement, Golden Cross will issue up to 3,000,000 consolidated common shares, to certain individuals in respect of a finder's fee payable by Golden Cross (the "**Finders Shares**").

If and at such a time as the directors of Golden Cross determine it is desirable, the Company may effect the Continuance.

The board of directors of Golden Cross (the "Golden Cross Board") has unanimously approved and endorsed the Consolidation, the Amalgamation and the Continuance and determined that they are in the best interests of Golden Cross and the Golden Cross Shareholders. Accordingly, the Golden Cross Board recommends that the Golden Cross Shareholders vote their shares in favour of the Consolidation, the Amalgamation and the Continuance.

To be effective, the Consolidation Resolution must be approved by an ordinary resolution of a majority of the votes cast at the Meeting in person or by proxy in respect of the Consolidation Resolution. The directors and officers of Golden Cross intend to vote their shares of Golden Cross FOR the approval of the Consolidation.

To be effective, the Amalgamation Resolution must be approved by an ordinary resolution of a majority of the votes cast at the Meeting in person or by proxy in respect of the Amalgamation Resolution. The directors and officers of Golden Cross intend to vote their shares of Golden Cross FOR the approval of the Amalgamation.

To be effective, the Continuance Resolution must be approved by a special resolution of a two-thirds majority of the votes cast at the Meeting in person or by proxy in respect of the Continuance Resolution. The directors and officers of Golden Cross intend to vote their shares of Golden Cross FOR the approval of the Continuance.

The accompanying Information Circular contains a description of the Annual Matters, the Consolidation, the Amalgamation, and the Continuance and other information relating to Golden Cross, Merger Sub, Blue Gold and the Resulting Issuer. We urge you to carefully consider all of the information in the Information Circular. If you require assistance, please consult your financial, legal, income tax or other professional advisor.

If you are unable to be present at the Meeting in person, we encourage you to vote by completing the form of proxy enclosed herewith. Voting by proxy will not prevent a registered shareholder from voting in person if they attend the Meeting but will ensure that their vote will be counted if they are unable to attend. If you are a non-registered holder of shares of Golden Cross and have received these materials through your broker or through another Intermediary, please complete and return the proxy or other authorization provided to you by your broker or by such other Intermediary in accordance with the instructions provided with the proxy. Failure to do so may result in your shares not being eligible to be voted at the Meeting. This is an important matter affecting the future of Golden Cross and your vote is important regardless of the number of shares of Golden Cross that you own.

To be eligible for voting at the Meeting, the form of proxy must be returned to or deposited with the Company's transfer agent, Computershare Investor Services Inc., by mail or by hand to the 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, not later than 8 AM (Pacific time) on March 20, 2013. Details of voting your proxy are noted under Part I – General Proxy Information in the accompanying Information Circular.

REGARDING THE CONTINUANCE: TAKE NOTICE that pursuant to the *British Columbia Business Corporations Act* you may until close of business on March 18, 2013 give Golden Cross Notice of Dissent by registered mail addressed to Golden Cross at Suite 804 – 750 West Pender Street, Vancouver, British Columbia, V6C 2T7 (Attention: the Corporate Secretary) with respect to the special resolution to approve the Continuance described in this Information Circular. As a result of giving such Notice of Dissent you may, on receiving a Notice of Intention to Act under Section 243 of the *British Columbia Business Corporations Act* require Golden Cross to purchase all your shares in respect of which the Notice of Dissent was given.

On behalf of Golden Cross, I would like to thank all our shareholders for their ongoing support as we prepare to take part in this important event for our company.

DATED at Vancouver, British Columbia, this 22nd day of February, 2013.

BY ORDER OF THE BOARD OF DIRECTORS

“Thomas Kennedy”

Thomas Kennedy
President and Chief Executive Officer