

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

### GOLDEN SHARE RESOURCES CORPORATION

**NOTICE IS HEREBY GIVEN** that an Annual General and Special Meeting (the “**Meeting**”) of the Shareholders of Golden Share Resources Corporation (“**Golden Share**” or “**Corporation**”) will be held at 145 Riviera Drive, Unit 7, Markham, Ontario, on August 7, 2020 at 10:30 a.m. (local time), for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2019 and the Auditor’s report thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to consider and, if thought appropriate, to pass an ordinary resolution appointing the auditors of the Corporation and authorizing the directors to fix their remuneration as such;
4. to examine, and if judged appropriate, adopt a resolution ratifying and confirming the Corporation’s stock option plan, and
5. to consider and, if thought appropriate, to pass, with or without variation, a ordinary resolution of disinterested shareholders approving of the grant of a 1% net sales returns royalty and net smelter returns royalty (together, the “Royalties”) for precious and base metals at new mining claims staked as the extension of Kagiarni project in 2019 to Keystone Associates Inc., as more fully describe in the Management Information Circular; and
6. to transact such other matters as may properly come before the Meeting or any adjournment thereof.

The board of directors of Golden Share has set the close of business on June 23, 2020 (the “Record Date”) as the record date for determining Golden Share Shareholders who are entitled to receive notice of and vote at the Meeting including any adjournment or postponement thereof on the matters contained in the Proxy Circular. Only Golden Share Shareholders whose names have been entered in the applicable registers of Golden Share at the close of business on the Record Date are entitled to receive notice of, and to vote at, the Meeting unless a Golden Share Shareholder, if permitted under the terms of the Golden Share Shares transfers their Golden Share Shares after the Record Date and the transferee of those Golden Share Shares establishes that they own the Golden Share Shares and demands not later than the close of business 10 days before the Meeting, that the transferee's name be included in the list of Golden Share Shares entitled to vote such Golden Share Shares at the Meeting.

#### **Public Health Concerns**

In light of ongoing public health concerns related to the COVID-19 pandemic and in order to comply with government decrees, the Corporation suggests shareholders not to attend the Meeting in person. The Meeting will be available on Zoom (Meeting ID 671 348 0933). Shareholders participating in the Zoom conference call will not be able to vote at the Meeting but will be able to ask questions by submitting them via email to [info@goldenshare.ca](mailto:info@goldenshare.ca) at least 48 hours prior to the Meeting.

#### **Notice-and-Access**

Golden Share has elected to use “notice-and-access” rules (“**Notice-and-Access**”) under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) for distribution of its Proxy-Related Materials (as defined below) to all the shareholders. Notice-and-Access is a set of rules that allows issuers to post electronic versions of proxy-related materials on SEDAR and on one additional website, rather than mailing paper copies. “**Proxy-Related Materials**” refers to the Circular, the Notice of Meeting and a voting instruction form.

The use of Notice-and-Access is more environmentally friendly as it will help reduce paper use. The Registered Shareholders and Beneficial Shareholders may obtain further information about Notice-and-Access by contacting Computershare Investor Services Inc. toll free at 1-866-964-0492.

**Proxy Related Materials**

The proxy related materials can be viewed online at [www.sedar.com](http://www.sedar.com) or at the Corporation website: [www.goldenshare.ca](http://www.goldenshare.ca)

**Notice Package**

Although the Proxy-Related Materials have been posted on-line as noted above, Shareholders are receiving paper copies of a notice package via prepaid mail, including this Notice of Annual General and Special Meeting, containing information and documents prescribed by NI 54-101 such as: the date, time and location of the Meeting and the website addresses where the Proxy-Related Materials are posted, a voting instruction form, and supplemental mail list return card for the Shareholders to request for receipt of Golden Share's financial statements.

**How to Obtain Paper Copies of Proxy-Related Materials**

Although the proxy related materials have been posted online as noted above, The Registered Shareholders and Beneficial Shareholders may obtain paper copies of the meeting materials by contacting Computershare Investor Services Inc. toll free at 1-866-962-0498 (within North America) or 514-982-8716 (outside North America). Any Requests for paper copies should be received at least 7 business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form in order to receive the meeting materials in advance of such date and the meeting date.

**Voting**

Whether or not you intend to attend the Meeting, shareholders are encouraged to express their vote in advance by completing and signing the enclosed voting instruction form no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the commencement of the Meeting or any adjournment thereof. You will also be entitled to vote your Golden Share Shares through the internet or using the toll-free telephone number as per the instructions included on the form of proxy or voting information form. If you require any assistance in completing your proxy, please call Computershare Investor Services Inc. at 1-800-964-0492.

Shareholders are urged to review the Circular before voting. Shareholders participating in the telephone conference call will not be able to vote during the Meeting.

Dated at Markham, Ontario, the 26<sup>th</sup> day of June, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS,**

*(Signed) "Nick Zeng"*

Nick Zeng, Chairman, President and CEO