

# CAVA RESOURCES INC.

(the "Company")

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## **-NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TAKE NOTICE** that the annual and special meeting (the "**Meeting**") of shareholders of the Company will be held at the offices of Fogler, Rubinoff LLP, Suite 3000, 77 King Street West, Toronto, Ontario, on Thursday November 30, 2017 at 10:00 a.m., local time, for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended June 30, 2017, together with the report of the auditor thereon;
2. To pass, with or without variation, an ordinary resolution, to elect five (5) directors of the Company, namely John V. Hickey, R. Brian Murray, James H. Decker, Alex Falconer and Chris Hopkins, for the period beginning at the completion of the Meeting and ending at the conclusion of the next annual meeting of the Company or until a successor is elected or appointed;
3. To appoint S & W LLP as auditor of the Company for the ensuing year and to authorize the directors to fix the auditor's remuneration;
4. To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, the full text of which is set forth in the accompanying management information circular (the "**Information Circular**"), ratifying the Company's current 10% rolling stock option plan;
5. To consider and, if deemed advisable, to pass, with or without variation, a special resolution amending the Company's articles of incorporation to change the name of the Company to "Gold Rush Cariboo Inc." or such other name as may be determined by the board of directors of the Company; and
6. To consider any permitted amendment to or variation of any matter identified in this Notice of Meeting and to transact such other business as may properly come before the Meeting or any adjournment thereof. Management is not currently aware of any other matters that could come before the Meeting.

Accompanying this Notice of Meeting are, among other things: (1) the Information Circular; (2) a form of proxy, which includes a supplemental mailing list request form for use by shareholders who wish to receive the Company's financial statements. The Information Circular provides further information respecting proxies and the matters to be considered at the Meeting and is deemed to form part of this Notice of Meeting.

**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, must complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.**

**Beneficial shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy and in the Information Circular to ensure that their shares will be voted at the Meeting. If you hold your common shares in a brokerage account, you are not a registered shareholder.**

**DATED** at Toronto, Ontario, October 26, 2017

**BY ORDER OF THE BOARD**

*/s/ R. Brian Murray*

R. Brian Murray  
President & CEO