

GOLD RUSH CARIBOO CORP.

393 University Ave., Suite 1810
Toronto, Ontario M5G 1E6

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of shareholders of **Gold Rush Cariboo Corp.** (the “**Company**”) will be held on **Tuesday, October 15, 2019**, at the hour of **11:00 a.m.** (Eastern time), at Suite 401, 217 Queen Street West, Toronto, Ontario M5R 0R2 for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the year ended June 30, 2018, and the report of the auditors thereon;
2. to elect the directors of the Company;
3. to appoint, the auditors of the Company and to authorize the directors to fix their remuneration;
4. to pass, with or without variation, a special resolution to amend the Company’s articles of amalgamation to consolidate each of the issued and outstanding common shares of the Company by changing each ten (10) common shares of the Company, or such lesser amount as the directors of the Company may determine, into one (1) common share of the Company;
5. to approve and confirm the stock option plan of the Company; and
6. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The full text of the special resolution referred to in item 4 above is attached to this notice as Exhibit A.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his or her duly executed form of proxy with the Company’s transfer agent and registrar, TSX Trust Company at Suite 301, 100 Adelaide Street West, Toronto, Ontario M5H 4H1 not later than 11:00 a.m. (Eastern time) on Thursday, October 10, 2019 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Company has by resolution fixed the close of business on Friday, September 6, 2019 as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual and special meeting. Additional information about the Company and its financial statements are also available on the Company’s profile at www.sedar.com.

DATED at Toronto, Ontario this 6th day of September, 2019

BY ORDER OF THE BOARD

“*Conan Taylor*” (signed)

President

EXHIBIT A
SPECIAL RESOLUTION OF THE SHAREHOLDERS
OF
GOLD RUSH CARIBOO CORP.
AMENDMENT TO ARTICLES OF AMALGAMATION

“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the articles of amalgamation of the Company be amended to consolidate each of the issued and outstanding common shares of the Company by changing each ten (10) common shares of the Company, or such lesser amount as the directors of the Company may determine, into one (1) common share of the Company, provided that in the event the consolidation would result in a shareholder of the Company holding a fraction of a common share, a shareholder shall not receive a whole share of the Company for each such fraction;
2. notwithstanding that this resolution has been duly passed by the shareholders of the Company, the directors of the Company be, and they are hereby authorized and directed to revoke this resolution at any time prior to the issue of a certificate of amendment giving effect to the articles of amendment and to determine not to proceed with the amendment of the articles of amalgamation of the Company without further approval of the shareholders of the Company; and
3. any director or officer of the Company be and he or she is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, including, without limitation, the execution and delivery of articles of amendment in the prescribed form to the Director appointed under the *Business Corporations Act* (Ontario) , the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.”