

GOLDENEYE RESOURCES CORP.

Suite 311, 409 Granville Street
Vancouver, British Columbia, V6C 1T2
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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders of common shares of **GOLDENEYE RESOURCES CORP.** (the “**Company**”) will be held at 10:00 am (local time) on August 17, 2015, at Suite 451, 409 Granville Street, Vancouver, British Columbia, for the following purposes:

1. To receive and consider the audited financial statements of the Company for the financial year ended April 30, 2014, together with the auditors’ report thereon.
2. To fix the number of directors for the ensuing year at four (see section “Particulars of Matters to be Acted Upon – Election of Directors” in the Information Circular).
3. To elect directors of the Company for the ensuing year (see section “Particulars of Matters to be Acted Upon – Election of Directors” in the Information Circular).
4. To appoint the auditors of the Company for the ensuing year and to authorize the directors to fix the auditors’ remuneration (see section “Particulars of Matters to be Acted Upon – Appointment and Remuneration of Auditor” in the Information Circular).
5. To consider and if thought fit, pass an ordinary resolution adopting the Company’s 2015 stock option plan (see section “Particulars of Matters to be Acted Upon – Stock Option Plan” in the Information Circular).
6. To consider and if thought fit, pass a ordinary resolution approving an amendment to the Company’s Articles by adding advance notice provisions thereto (see section “Particulars of Matters to be Acted Upon – Amendment of Articles” in the Information Circular).
7. To transact such other business that may properly come before the Meeting and any adjournment thereof.

For the Meeting, the Company is utilizing the notice-and-access method of delivery of materials to registered and non-registered shareholders, as set out in National Instrument 54-101, *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”). This method allows the Company to deliver only this Notice of Meeting and the accompanying proxy or voting instruction form. The delivery of the Information Circular prepared for the Meeting is not required and is available to shareholders electronically on the Company’s website (www.goeresources.com) and on SEDAR (www.sedar.com) under the Company’s profile. The Company will not be adopting stratification procedures in relation to the use of notice-and-access delivery methods.

Shareholders can request a paper copy of the Information Circular at no cost until July 14, 2016. Requests will be sent by regular mail. To make a request or for further information about notice-and-access, please contact the Company at the address and telephone numbers set out above. In order for shareholders to receive the Information Circular in advance of the deadline for voting, requests should be made by July 31, 2015.

THE INFORMATION CIRCULAR PROVIDES ADDITIONAL INFORMATION RELATING TO THE MATTERS TO BE DEALT WITH AT THE MEETING AS SET OUT ABOVE. WE ENCOURAGE SHAREHOLDERS TO REVIEW THE INFORMATION CIRCULAR BEFORE VOTING.

These securityholder materials are being sent to both registered and non-registered owners of securities. If you are a registered shareholder, you are receiving an Instrument of Proxy with this Notice. A registered shareholder who is unable to attend the Meeting in person is entitled to appoint a proxyholder to attend and vote in his stead. If you cannot be personally present, please refer to the notes accompanying the Instrument of Proxy and then complete and deposit the Instrument of Proxy with Computershare Investor Services Inc. (“**Computershare**”), 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, fax within North America: 1-866-249-7775 or outside North America: (416) 263-9524, within the time set out in the notes.

If you are a non-registered holder and Computershare 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. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions as specified on the enclosed voting instruction form (“**VIF**”). Please return your VIF or exercise your votes as specified in the VIF within the time set out in the VIF.

Completed Proxies and VIFs must be received by Computershare by 10:00 am (Vancouver time) on August 13, 2015, in order for your votes to be counted at the Meeting.

Only holders of common shares of record at the close of business on July 3, 2015, will be entitled to vote at the Meeting.

DATED at Vancouver, British Columbia, this 13th day of July, 2015.

BY ORDER OF THE BOARD OF DIRECTORS
“GEOFF BALDERSON”
President and Chief Financial Officer