ARROWHEAD GOLD CORP

NOTICE OF MEETING

AND

INFORMATION CIRCULAR

WITH RESPECT TO THE

ANNUAL GENERAL MEETING

OF

SHAREHOLDERS

TO BE HELD:

FRIDAY JANUARY 22, 2016
608-409 Granville St.
Vancouver, BC
V6C 1T2

ARROWHEAD GOLD CORP.
608-409 Granville Street,
Vancouver, BC V6C 1T2

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON FRIDAY JANUARY 22, 2016

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "**Meeting**") of Arrowhead Gold Corp. (the "**Company**") will be held at 608-409 Granville Street, Vancouver, B.C on Friday January 22, 2016 at 11:00 a.m. for the following purposes:

1. To receive and consider the financial statements of the Company, together with the auditor's report thereon, for the fiscal year ended August 31, 2015;

2. To elect directors to hold office until the next annual general meeting;

3 To appoint De Visser Gray LLP, Chartered Accountants and to authorize the directors to fix the auditor's remuneration;

4 To approve the Company's proposed acquisition of all of the shares of Nuvo Energy Grid Inc., in consideration for shares of the Company, as described in the Company's Information Circular; and

5 To transact such other business as may properly come before the Meeting or any adjournments thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice.

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. If you are unable to attend the Meeting in person, please read the Notes accompanying the Instrument of Proxy enclosed and then complete and return the Proxy within the time set out in the Notes. As set out in the Notes, the enclosed Instrument of Proxy is solicited by Management, but you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 18th day of December, 2015.

BY ORDER OF THE BOARD

"Steve Smith"

CEO

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent 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 issuer (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. Please return your voting instructions as specified in the Request for Voting Instructions.