NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General and Special Meeting (the "**Meeting**") of the Shareholders of Golden Share Mining Corporation (the "**Corporation"**) will be held at 145 Riviera Drive, Unit 7, Markham, Ontario, on August 6, 2015 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, 2014 and the Auditor's report thereon;

2. to elect the Directors of the Corporation for the ensuing year;

3. to appoint the Auditors of the Corporation, Raymond Chabot Grant Thornton L.L.P., for the ensuing year and to authorize the Directors to fix its remuneration;

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 deemed advisable, to pass, with or without modification, a special resolution authorizing and approving a common share consolidation on the basis of one post-consolidation share for each three pre-consolidation shares, as more particularly described in the accompanying Management Information Circular;

6. to transact such other matters as may properly come before the Meeting or any adjournment thereof.

You have the right to receive this notice of Meeting (the "**Notice of Meeting**") and to vote at the Meeting if you were a shareholder of the Corporation at the close of business on July 2nd, 2015 (the "**Record Date**"). The accompanying Management Information Circular (the "**Circular**") provides additional information relating to the matters to be dealt with at the Meeting and is deemed to be part of Notice of Meeting.

Markham, Ontario, July 7, 2015

BY ORDER OF THE BOARD OF DIRECTORS,

(Signed) "Nick Zeng"

Nick Zeng, President and CEO

THE BOARD OF DIRECTORS INVITES EACH SHAREHOLDER TO PERSONALLY ATTEND THE MEETING. IF YOU ARE UNABLE TO ATTEND THE MEETING IN PERSON, YOU MAY BE REPRESENTED BY PROXY. SUCH PROXY IS NOT REQUIRED TO BE A SHAREHOLDER TO ACT IN SUCH CAPACITY.

SHAREHOLDERS ARE REQUESTED TO COMPLETE, SIGN, DATE AND MAIL THE ACCOMPANYING PROXY FORM OR VOTING INSTRUCTION FORM ACCORDING TO THE INSTRUCTION SET OUT IN THE PROXY OR VOTING INSTRUCTION FORM. THE VOTING RIGHTS ATTACHED TO YOUR SHARES WILL BE VOTED IN ACCORDANCE WITH THE INSTRUCTIONS INDICATED ON THE PROXY FORM.