



**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
to be held on May 31, 2018 at 11:00 am PST
at #318 – 1199 West Pender Street, Vancouver, BC V6E 2R1**

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “Meeting”) of the shareholders of Golden Dawn Minerals Inc. (“Golden Dawn” or the “Corporation”) will be held in the Corporation’s boardroom at Suite 318 – 1199 West Pender Street, Vancouver, BC V6E 2R1 on Tuesday, May 31, 2018 at 11:00 a.m. to consider resolutions for the following purposes:

1. To receive and consider the comparative financial statements of the Corporation for the financial year ended November 30, 2017, together with the report of the auditor thereon;
2. To set the number of directors at six (6);
3. To elect directors for the ensuing year;
4. To appoint Davidson & Company LLP as auditors of the Corporation for the ensuing year and to authorize the directors to determine the remuneration to be paid to the auditors;
5. To consider and, if thought advisable, pass an ordinary resolution that approves the Corporation’s Stock Option Plan;
6. To transact such other business as may properly be put before the meeting;

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.

Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed proxy. A proxy will not be valid unless it is deposited by mail or by fax at the office of Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 9th Floor, Toronto, ON M5J 2Y1 [Fax: Within North America: 1-866-249-7775, Outside North America: (416) 263-9524] not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or an adjournment thereof. Only Shareholders of record on April 26, 2018 are entitled to receive notice of and vote at the Meeting.

DATED at Vancouver, British Columbia this 16th day of April 2018

**BY ORDER OF THE BOARD OF DIRECTORS OF
GOLDEN DAWN MINERALS INC.**

/s/ “Wolf Wiese”
President & Chief Executive Officer