

FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)¹

Name of Listed Issuer: Golden Opportunity Resources Corp. (the "Issuer").

Trading Symbol: GOOP

Issued and Outstanding Securities of the Issuer Prior to Transaction: **41,576,270**

Date of News Release Fully Disclosing the Transaction: MAY 21, 2020

1. Transaction

- Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: **Investor Relations Contract with Mars Investor Relations Inc.**

The Company has retained the services of Mars Investor Relations Corp. ("Mars") a full-service investor relations services firm focused on the junior mining sector. Mars is an independent arm's length entity that will assist the Company with communications to institutional and retail investors, strategic planning, and public relations. Under the terms of the Company's agreement with Mars, the Company will compensate Mars \$144,000 per year for the 12-month term of the Agreement, plus 150,000 options exercisable at a price of \$0.125 (previously granted) for a period of five years from the grant date and 150,000 options granted on May 21, 2020 at a price of \$0.22 for a period of five years from the grant date. The options and the shares issuable on conversion of the options are subject to a four month hold period as required by the policies of the Canadian Securities Exchange.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments: Please see disclosure in item 1.1 above

¹ If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

- (a) Total aggregate consideration in Canadian dollars: \$144,000 .
- (b) Cash: \$144,000 .
- (c) Other: Issued a total of 300,000 stock options of which 150,000 were previously granted at \$0.125 and 150,000 stock options granted at \$0.22 on May 21, 2020 (maximum term of 5 years.) All granted options vest 25% on grant, and 25% thereafter and are subject to a four month and one day hold period at time of grant.
- (d) Work commitments: _____ .
3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). arm's length negotiations. Arm's Length
4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: N/A
_____ .
5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: N/A
_____ .
6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A.
- (b) Cash _____ .
- (c) Other _____ .
7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship. **Scott Gibson, Principle of Mars Investor Relations Inc. subscribed for a total of 2,170,000* Units at a purchase price of \$0.10 per unit. (see News**

**FORM 10 - NOTICE OF PROPOSED
SIGNIFICANT TRANSACTION**

Release dated May 21, 2020) of the Issuer pursuant to its Private Placement offering which closed on May 20, 2020.

** Includes 250,000 units, acquired directly, 120,000 units held as trustee and an aggregate of 1,800,000 units acquired indirectly through 2 companies controlled by Scott Gibson.*

8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A

2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: _____

3. Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated May 26, 2020.

Keith Anderson
Name of Director or Senior
Officer

signed//

"Keith Anderson"
Signature

President and CEO
Official Capacity