

**GOLDEN EAGLE INTERNATIONAL, INC.**  
**1 Park Plaza, Suite 600**  
**Irvine, CA 92614**  
**(949) 627-8977**

**PROXY STATEMENT**

The accompanying proxy is solicited by the Company's directors for voting at the special meeting of shareholders to be held on January 31, 2018 all adjournments of such meeting. If the proxy is executed and returned, it will be voted at the meeting in accordance with any instructions, and if no specification is made, the proxy will be voted for the proposal set forth in the accompanying notice of the special meeting of shareholders. Shareholders who execute proxies may revoke them at any time before they are voted, either by writing to the Company at the address shown above or in person at the time of the meeting. Additionally, any later dated proxy will revoke a previous proxy from the same shareholder. This proxy statement was posted on the Company's website on or about January 10, 2018.

Holders of the Company's common stock and Series B preferred stock are entitled to vote at the special meeting of shareholders. As of January 3, 2018, the Company had 159,883,328 outstanding shares of common stock, with each common share entitled to one vote at the special meeting. As of January 3, 2018, the Company had 240,000 outstanding shares of Series B preferred stock, with each preferred share entitled to 250 votes at the special meeting. Provided a quorum consisting of a majority of the shares entitled to vote is present at the meeting, the adoption of the proposals to come before the meeting will be approved if the votes cast in favor of the proposals exceed the votes cast against the proposals.

Shares of the Company's common stock represented by properly executed proxies that reflect abstentions or "broker non-votes" will be counted as present for purposes of determining the presence of a quorum at the special meeting. "Broker non-votes" represent shares held by brokerage firms in "street-name" with respect to which the broker has not received instructions from the customer or otherwise does not have discretionary voting authority. Abstentions and broker non-votes will not be counted as having voted against the proposals to be considered at the meeting.

**PRINCIPAL SHAREHOLDERS**

The following table lists, as of January 3, 2018, the shareholdings of (i) each person owning beneficially 5% or more of the Company's common stock; (ii) each executive officer and director of the Company, and (iii) all officers and directors as a group. Unless otherwise indicated, each owner has sole voting and investment power over his shares of common stock.

<u>Name and Address</u>	<u>Number of Shares</u>	<u>Percent of Class</u>
Robert W. Ferguson 1 Park Plaza, Suite 600 Irvine, CA 92614	51,166,000	32%

<u>Name and Address</u>	<u>Number of Shares</u>	<u>Percent of Class</u>
Fred Popke 1 Park Plaza, Suite 600 Irvine, CA 92614	51,166,000	32%
Philip F. Grey 2114 Ridge Plaza Dr. Castle Rock, CO 80108	400,000	.003%
John J. Carvelli 1 Park Plaza, Suite 600 Irvine, CA 92614	--	--
Barry Adnams 1 Park Plaza, Suite 600 Irvine, CA 92614	--	--
Mark Bogani 3934 Platte Ave. Sedalia, CO 80135	15,186,939	9.5%
All Officers and Directors as a Group (five persons)	102,732,000	64%

The following table lists, as of January 3, 2018, the shareholdings of each person owning the Company's Series B preferred stock. Unless otherwise indicated, each owner has sole voting and investment power over his shares of preferred stock.

<u>Name and Address</u>	<u>Number of Shares (1)</u>	<u>Percent of Class</u>
Steve Olson 30-4 Woodland Hills Drive Southgate, Kentucky 41071	30,000	13%
Joseph Smith 725 College Terrace Niagara Falls, NY 14305	25,000	10%
Stuart Rubin 5876 N.W. 54th Circle Coral Springs, FL 33067	25,000	10%
Gulf Coast Capital, LLC (2) 901 Venetia Bay Blvd., Suite 350 Venice, FL 34285-8041	160,000	67%

(1) Each preferred share is entitled to 250 votes at the special shareholders' meeting.

- (2) Gulf Coast Capital is controlled by Mark Bogani, a former officer and a director of the Company.

**PROPOSAL TO APPROVE A REVERSE SPLIT  
OF THE COMPANY'S COMMON STOCK**

As of the date of this proxy statement, the Company had 159,883,328 outstanding shares of common stock which were owned by 1,177 shareholders of record. Approximately 840 shareholders own ten or less shares. These 840 shareholders collectively own approximately 30,368 shares of the Company's common stock. Based upon the closing market price of the Company's common stock on January 3, 2018 (\$0.09 per share), eleven shares were worth \$0.99. Since the Company's transfer agent charges \$30.00 to transfer a certificate, eleven shares of the Company's common stock (or any lesser number) are essentially worthless. By eliminating approximately 840 shareholders of record whose shares do not have any practical value, the Company can greatly reduce the cost associated with mailing proxy statements and other communications to its shareholders.

Accordingly, stockholders are being requested to approve an 1-for-11 reverse split of the outstanding shares of the Company's common stock.

The reverse split, if adopted, would not change the number of shares of common stock which the Company is authorized to issue. However, a reverse split would reduce the number of the Company's outstanding shares, which would enable the Company to issue more shares than it would be able to issue if the reverse split was not adopted.

No fractional shares will be issued if the reverse stock split is approved. Rather, the Company will pay \$0.09 to any shareholder who will own less than eleven shares after the reverse stock split. To obtain payment, a former shareholder must send a written request to the Company at the address shown on the first page of this proxy statement.

At the present time the Company's common stock trades on the over the counter market system maintained by the OTC Markets Group. The Company has no plans to terminate the registration of its common stock under the Securities Exchange Act of 1934 as a result of the stock split.

The Company's Board of Directors recommends that stockholders vote for this proposal.

**PROPOSAL TO AMEND THE COMPANY'S ARTICLES OF INCORPORATION TO  
REMOVE THE DESIGNATIONS OF THE SERIES A, C AND D  
PREFERRED SHARES AND RETURN THESE SHARES TO THE STATUS  
OF AUTHORIZED BUT UNISSUED SHARES**

Since 2005 the Company's board of directors has authorized the issuance of four separate series of preferred stock (Series A, B, C and D). As of the date of this Proxy Statement, only Series B preferred shares are outstanding. Since the Company does not have any plans to issue any shares of its shares Series A, C or D preferred stock, the Company's Board of Directors recommends that the Company's shareholders approve this proposal.

**PROPOSAL TO AMEND THE SERIES B PREFERRED SHARES SUCH THAT EACH SERIES B PREFERRED SHARE IS ENTITLED TO ONLY ONE VOTE PER SHARE ON ANY MATTER SUBMITTED TO THE COMPANY'S SHAREHOLDERS.**

As of the date of this Proxy Statement the Company had 240,000 outstanding shares of Series B preferred stock. Each Series B preferred share is convertible into one half of a share of the Company's common stock (or 120,000 shares in total). However, each Series B share is entitled to 250 votes on any matter submitted to the Company's shareholders (or 60,000,000 votes in total). In contrast, each outstanding share of the Company's common stock is entitled to one vote per share. Since the number of votes to which the Series B shares are entitled is disproportionate to the number of common shares issuable upon the conversion of the Series B shares, bringing the voting rights of the Series B preferred shares in line with the Company's common stock is considered advisable.

The Company's Board of Directors recommends that the Company's shareholders vote for this proposal.

**PROPOSAL TO AMEND THE COMPANY'S ARTICLES OF INCORPORATION TO CHANGE THE NAME OF THE COMPANY TO ADVANTEGO CORPORATION**

On October 28, 2016 the Company acquired all of the issued and outstanding shares of Advantego Technologies, Inc. ("Advantego") in exchange for 127,915,000 shares of its common stock.

As a result of the acquisition, the former shareholders of Advantego own approximately 85% of the Company's common stock and the Company's business plan has changed. The Company now plans to develop software products and related services which are designed to enable an organization to rapidly and cost effectively create a comprehensive promotional and marketing campaign using social media marketing, customer relationship management and lead generation. The Company plans to provide its software to a variety of clients, including businesses, financial institutions, real estate related entities, national franchise organizations, governmental agencies, schools and charities.

Accordingly, the shareholders of the Company are being requested to vote on a proposal to amend the Company's Articles of Incorporation to change the name of the Company to Advantego Corporation. The Board of Directors recommends that the shareholders vote for this proposal since the directors are of the opinion that changing the Company's corporate name is appropriate as the new name will reflect the Company's new business.

**GENERAL**

The cost of preparing, printing and mailing the enclosed proxy, accompanying notice and proxy statement, and all other costs in connection with solicitation of proxies will be paid by the Company. Failure of a quorum to be present at the meeting will necessitate adjournment and will subject the Company to additional expense.

The Company's Board of Directors does not intend to present and does not have reason to believe that others will present any other items of business at the annual meeting. However, if other matters are properly presented to the meeting for a vote, the proxies will be voted upon such matters in accordance with the judgment of the persons acting under the proxies.

**GOLDEN EAGLE INTERNATIONAL, INC.**  
**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS**

**Important Notice Regarding the Availability of Proxy Materials for the Special Shareholder's Meeting to Be Held on January 31, 2018.**

- 1. This notice is not a form for voting.**
- 2. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**
- 3. The Notice of the Special Meeting of Shareholders and related Proxy Statement are available at [www.advantego.com](http://www.advantego.com).**
- 4. If you want to receive a paper or email copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before January 15, 2018 to facilitate timely delivery.**

The special meeting of the Company's shareholders will be held at 1 Park Plaza, Suite 600, Large Conference Room, Irvine, CA 92614 on January 31, 2018, at 10:00 a.m. Pacific Time, for the following purposes:

1. to approve an 1-for-11 reverse split of the Company's common stock; and
2. to approve the cancellation of the Company's Series A, C and D preferred shares;
3. to approve an amendment to the Series B preferred shares such that each Series B preferred share will be entitled to one vote per share on any matter submitted to the Company's shareholders; and
4. approve an amendment to the Company's Articles of Incorporation to change the name of the Company to Advantego Corporation.

to transact such other business as may properly come before the Meeting.

The Board of Directors recommends that shareholders vote FOR proposals 1, 2, 3 and 4.

January 3, 2018 is the record date for the determination of shareholders entitled to notice of and to vote at such meeting. Holders of the Company's common stock may cast one vote for each share held. Holders of the Company's Series B preferred stock may cast 250 votes for each share held.

Shareholders may access the following documents at [www.advantego.com/investor](http://www.advantego.com/investor):

- Notice of the Special Meeting of Shareholders;
- Company's 2018 Proxy Statement;
- Proxy Card; and
- December 31, 2016 10-K report.

Shareholders may request a paper copy of the Proxy Materials and Proxy Card by calling (949) 627-8977, by emailing the Company at [shareholders@advantego.com](mailto:shareholders@advantego.com), or by visiting [www.advantego.com/investor/#notifications](http://www.advantego.com/investor/#notifications) and indicating if you want a paper copy of the proxy materials and proxy card:

- for this meeting only; or
- for this meeting and all other meetings.

If you have a stock certificate registered in your name, or if you have a proxy from a shareholder of record on January 3, 2018, you can, if desired, attend the special meeting and vote in person. Shareholders can obtain directions to the 2018 special shareholders' meeting at [www.advantego.com/contact](http://www.advantego.com/contact).

Please visit [www.advantego.com/investor](http://www.advantego.com/investor) to print and fill out the Proxy Card. Complete and sign the proxy card and mail the Proxy Card to:

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