

# KWG RESOURCES INC.

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE (the “Notice”) IS HEREBY GIVEN that the Annual and Special Meeting of Shareholders (the “Meeting”) of KWG RESOURCES INC. (the “Corporation”), for the year ended December 31, 2011, will be held on Thursday, June 27, 2012 at 11:00 a.m. (local time), at the offices of Norton Rose Canada LLP, Suite 2300, TD Waterhouse Tower, 79 Wellington Street West, Toronto, Ontario, for the following purposes:**

- (a) TO receive the audited consolidated financial statements of the Corporation for the years ended December 31, 2011 and 2010 and the auditor’s report thereon;
- (b) TO elect directors of the Corporation;
- (c) TO appoint the auditors of the Corporation and to authorize the directors to fix their remuneration;
- (d) TO consider, and if deemed advisable, to pass an ordinary resolution, with or without variation, re-approving the Corporation’s rolling share option plan (the “**Stock Option Plan**”), which provides that the maximum number of Common Shares that may be reserved and set aside for issuance under the Stock Option Plan shall not exceed 10% of the aggregate number of Common Shares outstanding; and
- (e) TO transact such other business as may properly be brought before the Meeting, or any adjournment thereof.

**The details of the matters proposed to be put before the Meeting are set forth in the Management Information Circular accompanying the Notice, which is supplemental to and expressly made part of this Notice.**

A Proxy Form is enclosed herewith. Registered Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed Proxy Form to Computershare Investor Services Inc., Attention Proxy Department by mail or personal delivery to 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 or by fax to 1-866-249-7775, in either case, prior to 5:00 p.m. (Toronto time) on June 22, 2012 or, if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to such adjourned or postponed meeting. Non-registered Shareholders receiving these materials through their broker or other intermediary should complete and return the voting instruction form provided to them by their broker or other intermediary in accordance with the instructions provided therein.

DATED at Montréal, Québec, this 31<sup>th</sup> day of May 2012

**BY ORDER OF THE BOARD OF DIRECTORS**

(s) *Luce L. Saint-Pierre*

Luce L. Saint-Pierre

Corporate Secretary