

**KWG RESOURCES INC.**  
**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE (the “Notice”) IS HEREBY GIVEN that a Special Meeting of Shareholders (the “Meeting”) of KWG RESOURCES INC. (the “Corporation”) will be held on Friday, April 21, 2017 at 11:00 a.m. (local time), at the offices of Dickinson Wright LLP, Suite 2200, 199 Bay Street, Toronto, Ontario, for the following purposes:**

- (a) TO consider and, if deemed advisable, to pass, with or without variation, a resolution to fix the current number of directors between the minimum number and maximum number at six (6);
- (b) TO consider and, if deemed advisable, to pass a resolution, with or without variation, to amend the Corporation’s Stock Option Plan (the “**Stock Option Plan Amendment Resolution**”);
- (c) TO consider and, if deemed advisable, pass a special resolution, with or without variation, authorizing the Corporation to amend its articles (the “**Articles**”) to create a new class of shares, issuable in series, to be designated as “Preference Shares” in an unlimited number with the rights, privileges, restrictions and conditions described in Schedule “B” to the Management Information Circular accompanying this Notice, which rights, privileges, restrictions and conditions shall be annexed to the Articles (the “**Preference Shares Resolution**”); and
- (d) TO transact such other business as may properly be brought before the Meeting, or any adjournment thereof.

A shareholder of the Corporation may in connection with the Preference Shares Resolution, exercise the right to dissent pursuant to Section 190 of the *Canada Business Corporations Act*, the whole as described in the Management Proxy Circular accompanying this Notice under the heading “Right to Dissent”.

**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, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1 or by fax to 1-866-249-7775, in either case, prior to 11:00 a.m. (Toronto time) on April 19, 2017 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 Toronto, Ontario, this 17<sup>th</sup> day of March, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS**  
of **KWG RESOURCES INC.**

Signed: “*Frank Smeenk*”

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Frank Smeenk, Chief Executive Officer