

**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”) will be held via teleconference (further details provided below) on Tuesday, September 21, 2021 at 11:00 a.m. (local time), for the following purposes:**

- (a) to receive the audited consolidated financial statements of the Corporation for the years ended December 31, 2020 and 2019 and the auditors’ report thereon;
- (b) to consider and, if deemed advisable, to pass, with or without variation, a resolution to appoint the auditors of the Corporation and to authorize the directors to fix the auditors’ remuneration and terms of engagement;
- (c) 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 four (4);
- (d) to consider and, if deemed advisable, to elect directors of the Corporation for the forthcoming year;
- (e) 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 (the “**Preference Share Resolution**”);
- (f) to consider and, if deemed advisable, pass a special resolution, with or without variation, authorizing the Corporation to amend its Articles to create a new class of shares, issuable in series, to be designated as “Special Shares” in an unlimited number with the rights, privileges, restrictions and conditions described in Schedule “C” to the Management Information Circular accompanying this Notice (the “**Special Share Resolution**”);
- (g) to consider and, if deemed advisable, pass a special resolution, with or without variation, authorizing the Corporation to amend its Articles to amend the exchange ratio between the subordinate voting shares and the multiple voting shares from 300:1 to 100:1 by effecting a subdivision of the issued and outstanding multiple voting shares of the Corporation on the basis of each existing multiple voting share being split into three (3) post-subdivision multiple voting shares with the rights, privileges, restrictions and conditions attaching to the subordinate voting shares and the rights, privileges, restrictions and conditions attaching to the multiple voting shares being amended and restated as described in Schedule “D” to the Management Information Circular accompanying this Notice (the “**Share Exchange Ratio Resolution**”);
- (h) to consider and, if deemed advisable, pass a resolution, with or without variation, authorizing the Corporation to amend its stock option plan to reflect the change of the exchange ratio between the subordinate voting shares and the multiple voting shares from 300:1 to 100:1 in accordance with the Share Exchange Resolution as described in Schedule “E” to the Management Information Circular accompanying this Notice (the “**Stock Option Plan Amendment Resolution**”); and
- (i) 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 this Notice, which is supplemental to and expressly made part of this Notice. Shareholders of record as of the close of business on August 17, 2021, the record date, will be entitled to vote at the Meeting and at any adjournment or adjournments thereof.**

After taking into account recent Provincial and Federal guidance regarding public gatherings and social distancing due to the COVID-19 pandemic, the Corporation has elected to hold the Meeting by teleconference, allowing shareholders to attend and participate at the Meeting by dialling into the Meeting as detailed below, although, for the purposes of the *Canada Business Corporations Act* and the by-laws of the Corporation, the Meeting will be deemed to be held at the offices of the Corporation’s legal counsel, Dickinson Wright LLP, Suite 2200, 199 Bay Street, Toronto, Ontario, who are coordinating the telephone conference. Unless the Corporation announces otherwise by means of a news release, the Meeting will be conducted by teleconference only. This serves to proactively protect the health and wellbeing of the Corporation’s shareholders, management, directors and service partners, while permitting and encouraging shareholder participation at the Meeting. Due to the COVID-19 pandemic and issues related to the verification of shareholder identity via teleconference, in-person voting will not be permitted at the Meeting. Shareholders wishing to vote must do so in advance of the Meeting using the voting instruction form or the form of proxy mailed or otherwise sent to shareholders with the Meeting materials and submitting such voting instruction form or form of proxy in accordance with the instructions provided by no later than 11:00 a.m. (Toronto Time) on Friday, September 17, 2021, the cut-off time for deposit of proxies prior to the Meeting. Shareholders wishing to attend the Meeting are encouraged to do so by calling the number below.

Details of the Meeting

Date: September 21, 2021

Time: 11:00 a.m. (Toronto Time)

Telephone Access: +1 (647) 497-9391

One-touch: <tel:+16474979391,,994310621#>

Access Code: 994-310-621

**SHAREHOLDERS AND PROXYHOLDERS WILL HAVE AN EQUAL OPPORTUNITY TO PARTICIPATE AT THE MEETING REGARDLESS OF THEIR GEOGRAPHIC LOCATION. PARTICIPANTS SHOULD DIAL IN 5 TO 10 MINUTES PRIOR TO THE SCHEDULED START TIME AND ASK TO JOIN THE CALL.**

**SHAREHOLDERS WILL NOT BE ABLE TO VOTE ON THE CONFERENCE CALL. VOTING WILL BE CONDUCTED EXCLUSIVELY BY PROXY.**

**DATED** at the City of Toronto, in the Province of Ontario, as of the 17<sup>th</sup> day of August, 2021

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

(signed) "*Frank Smeenk*"

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Frank Smeenk, Chief Executive Officer