

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 at the offices of the Corporation’s legal counsel, Dickinson Wright LLP, 199 Bay Street, Suite 2200, Toronto, Ontario and via teleconference (further details provided below) on Tuesday, February 7, 2023 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, 2021 and 2020 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 eight (8);
- (d) to consider and, if deemed advisable, to elect directors of the Corporation for the forthcoming year;
- (e) to consider and, if deemed advisable, to pass, with or without variation, a resolution (i) authorizing the Corporation to amend the Corporation’s stock option plan to change the plan from a “rolling up to 10%” stock option plan to a “fixed up to 20%” stock option plan, as described in the Management Information Circular accompanying this Notice, (ii) approving the Corporation’s stock option plan as so amended, and (iii) confirming, ratifying and approving the stock options granted under the Corporation’s stock option plan prior to the date of the Meeting; and
- (f) 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 January 3, 2023, the record date, will be entitled to vote at the Meeting and at any adjournment or adjournments thereof.

A form of proxy is enclosed herewith. **Registered Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed form of proxy 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 11:00 a.m. (Toronto time) on Friday, February 3, 2023, the cut-off time for deposit of proxies prior to the Meeting, or, if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and statutory 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.**

In addition to the Meeting being held at the offices of Dickinson Wright LLP as advised above, the Corporation has also elected to allow shareholders to attend and participate at the Meeting by dialling into the Meeting as detailed below. Shareholders choosing to attend the Meeting by calling into the Meeting are encouraged to vote 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 the cut-off time for deposit of proxies prior to the Meeting. Shareholders wishing to attend the Meeting by phone are encouraged to do so by calling the number below.

Details of the Meeting

Date: February 7, 2023

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

Telephone Access: +1 780 666 0144 or +1 204 272 7920 or +1 647 374 4685 or +1 647 558 0588 or +1 929 436 2866 or +1 301 715 8592 or +1 646 931 3860 or 855 703 8985 Canada Toll-free or 888 788 0099 US Toll-free or 833 548 0276 US Toll-free or 0 800 456 1369 United Kingdom Toll-free or 0 800 220 0040 Netherlands Toll-free or 0 805 543 065 France Toll-free or 1800 945 157 Australia Toll-free or 0 800 202 521 South Africa Toll-free

Meeting ID: 812-7939-8089

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.

DATED at the City of Toronto, in the Province of Ontario, as of the 3rd day of January, 2023.

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

(signed) “*Frank Smeenk*”

Frank Smeenk, Chief Executive Officer