



**15 Gamble Street East
Suite 204
Rouyn-Noranda (Quebec) J9X 3B6**

NOTICE OF THE ANNUAL AND SPECIAL MEETING OF THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of the shareholders (“*Meeting*”) of Z-Gold Exploration Inc. (the “*Corporation*”) will be held at the head office of the Corporation located at 15 Gamble Street East, Suite 204, Rouyn-Noranda (Quebec) J9X 3B6 on December 19, 2013, at 10:00 a.m. for the following purposes:

1. TO PRESENT to the shareholders the financial statements of the Corporation for the year ended December 31, 2012, and related auditors’ reports;
2. TO PASS a resolution fixing the number of directors of the Corporation to be six;
3. TO ELECT the directors of the Corporation;
4. TO APPOINT the auditors of the Corporation and authorizing the Board of Directors of the Corporation to fix their remuneration;
5. TO CONSIDER, and if though advisable, to pass a resolution approving, ratifying and confirming the By-Law No. 2013-1 (advance By-Law) of the Corporation;
6. TO CONSIDER, and if though advisable, to pass a resolution approving the name change of the Corporation to “Brunswick Resources Inc. “ or such other name as may be approved by the Board of Directors;
7. TO CONTINUE the Stock option plan of the Corporation; and
3. TO TRANSACT such business as any other matters that may be duly brought before the Meeting or any adjournment thereof.

A copy of the annual management report, the financial statements and auditors’ report for the year ended December 31, 2012 is available on www.sedar.com in the submitted documents section. The management proxy circular that is attached includes supplementary information on questions that will be addressed in the meeting and, as such, is an integral part of this notice.

Rouyn-Noranda, November 19, 2013.

BY ORDER OF THE BOARD OF DIRECTORS

(s) Rodrigue Tremblay
Rodrigue Tremblay
President and CEO