



**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 June 29, 2010, at 10:00 a.m. for the purpose of:

1. TO PRESENT to the shareholders the financial statements of the Corporation for the fiscal year ended at December 31, 2009 and December 31, 2010, and related auditors’ reports;
2. TO ELECT the directors of the Corporation;
3. TO APPOINT the auditors of the Corporation and authorizing the Board of Directors of the Corporation to fix their remuneration;
4. TO APPROVE an amendment to the Stock Options Plan; and
5. 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 fiscal years ended December 31, 2009 and December 31, 2010 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, May 25, 2010.

BY ORDER OF THE BOARD OF DIRECTORS

(s) Rodrigue Tremblay _____
Rodrigue Tremblay
President and CEO