

**VIPER GOLD LTD.  
NOTICE OF MEETING OF SHAREHOLDERS**

**to be held on June 26, 2012**

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Common Shares**") in the capital of Viper Gold Ltd. (the "**Corporation**") will be held at the offices of Norton Rose Canada LLP, Suite 3800, Royal Bank Plaza, South Tower, 200 Bay Street, P.O. Box 84, Toronto, Ontario, M5J 2Z4 on Tuesday, June 26, 2012 at 9:00 a.m. (Toronto time), for the following purposes:

1. to receive the audited financial statements for the year ended December 31, 2011 and the report of the auditors thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint the auditors of the Corporation for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
4. to approve the stock option plan of the Corporation; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment(s) thereof.

Shareholders of the Corporation are referred to the Information Circular for more detailed information with respect to the matters to be considered at the Meeting.

**If you are a registered Shareholder of the Corporation and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it in the envelope provided to Equity Financial Trust Company at 200 University Avenue, Suite 400, Toronto Ontario M5H 4H1. In order to be valid and acted upon at the Meeting, proxies must be received at the aforesaid address by 9:00 a.m. on Friday, June 22, 2012 or not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the commencement of any adjourned Meeting. You may also send your proxies via fax: (416) 595-9593 or vote your shares online at: [www.voteproxyonline.com](http://www.voteproxyonline.com).**

**If you are an unregistered Shareholder of the Corporation and received these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary.**

The directors of the Corporation have fixed May 25, 2012 as the record date. Only Shareholders whose names are entered on the register of the Corporation at the close of business on May 25, 2012 will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent a Shareholder transfers the ownership of any Common Shares after the record date and the transferee of those Common Shares establishes ownership of such Common Shares and demands, not later than 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Common Shares at the Meeting.

DATED at Toronto, Ontario this 25<sup>th</sup> day of May, 2012.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed) "Paul C. Davis"*

Paul C. Davis

President and Chief Executive Officer