

VIPER GOLD LTD.
NOTICE OF MEETING OF SHAREHOLDERS
to be held on July 24, 2015

NOTICE IS HEREBY GIVEN that an annual 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 Fulbright Canada LLP, Suite 3700, 400 Third Avenue, Calgary, Alberta on Friday, July 24, 2015 at 10:00 a.m. (Calgary time), for the following purposes:

1. to receive the audited financial statements for the year ended December 31, 2014 and the report of the auditors thereon;
2. to set the number of directors at six and 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;
5. to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution approving a private placement of greater than 100% of the Corporation's issued and outstanding Common Shares; and
6. 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 accompanying this Notice 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 TMX Equity Transfer Services Inc. at 200 University Avenue, Suite 300, Toronto Ontario M5H 4H1. In order to be valid and acted upon at the Meeting, proxies must be received at the aforesaid address by 10:00 a.m. (Calgary time) on Wednesday, July 22, 2015 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.

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 voting information form in accordance with the instructions provided to you by your broker or by the other intermediary.

The directors of the Corporation have fixed June 19, 2015 as the record date. Only Shareholders whose names are entered on the register of the Corporation at the close of business on June 19, 2015 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 Vancouver, British Columbia this 18th day of June, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

Signed "*David Stadnyk*"

David Stadnyk
President and Chief Executive Officer