



NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

A special meeting (the "**Meeting**") of the holders ("**Viper Shareholders**") of common shares ("**Viper Shares**") of Viper Gold Ltd. ("**Viper**" or the "**Corporation**") will be held on October 30, 2015 at 9:00 a.m. (Calgary time) at the offices of Norton Rose Fulbright Canada LLP, 3700, 400 – 3rd Avenue S.W., Calgary, Alberta for the following purposes:

- 1 to consider and, if deemed advisable, to pass, a resolution of disinterested shareholders (the "**Acquisition Resolution**"), the full text of which is set forth in Appendix A to the accompanying management information circular (the "**Circular**"), approving the acquisition (the "**Acquisition**") of all of the issued and outstanding shares of QuikFlo Technologies Inc.;
- 2 to consider and, if deemed advisable, to pass, a resolution of disinterested shareholders (the "**Option Plan Resolution**"), the full text of which is set forth in the accompanying Circular approving a new fixed stock option plan of the Corporation;
- 3 to consider and, if deemed advisable, to pass, a resolution of disinterested shareholders (the "**Compensation Resolution**"), the full text of which is set forth in the accompanying Circular, approving the compensation arrangement to be provided to Mr. Vinny Jindal, President and Chief Executive Officer of the Corporation upon closing of the Acquisition; and
- 4 to transact any other business as may properly be brought before the Meeting.

Shareholders of the Corporation are referred to the 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 9:00 a.m. (Calgary time) on October 28, 2015 or not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) 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 September 21, 2015 as the record date of the Meeting. Only Viper Shareholders whose names are entered on the register of the Corporation at the close of business

on September 21, 2015 will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent a Viper Shareholder transfers the ownership of any Viper Shares after the record date and the transferee of those Viper Shares establishes ownership of such Viper Shares and demands, not later than 10 days before the Meeting, to be included in the list of Viper Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Viper Shares at the Meeting

DATED at Vancouver, British Columbia, on September 30, 2015.

**BY ORDER OF THE BOARD OF DIRECTORS
OF VIPER GOLD LTD.**

Signed "*Vinny Jindal*"
Vineet (Vinny) R. Jindal
President and Chief Executive Officer