

KWG RESOURCES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE (the “Notice”) IS HEREBY GIVEN that the Annual and Special Meeting of Shareholders (the “Meeting”) of KWG RESOURCES INC. (the “Corporation”), for the year ended December 31, 2014, will be held on Tuesday, June 30, 2015 at 11:00 a.m. (local time), at the offices of Norton Rose Fulbright Canada LLP, Suite 3800, Royal Bank Plaza, South Tower, 200 Bay Street, Toronto, Ontario, for the following purposes:

- (a) TO receive the audited consolidated financial statements of the Corporation for the years ended December 31, 2014 and 2013 and the auditor’s report thereon;
- (b) TO elect directors of the Corporation;
- (c) TO appoint the auditor of the Corporation and to authorize the directors to fix the auditor’s remuneration;
- (d) TO consider, and if deemed advisable, pass a special resolution, with or without variation, the full text of which is reproduced in the Management Proxy Circular accompanying this Notice under the heading “Share Consolidation” , authorizing the Corporation to amend its Articles to consolidate the common shares of the Corporation issued and outstanding; and
- (e) TO transact such other business as may properly be brought before the Meeting, or any adjournment thereof.

The details of the matters proposed to be put before the Meeting are set forth in the Management Information Circular accompanying the Notice, which is supplemental to and expressly made part of this Notice.

A Proxy Form is enclosed herewith. Registered Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed Proxy Form to Computershare Investor Services Inc., Attention Proxy Department by mail or personal delivery to 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 or by fax to 1-866-249-7775, in either case, prior to 5:00 p.m. (Toronto time) on June 26, 2015 or, if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to such adjourned or postponed meeting. Non-registered Shareholders receiving these materials through their broker or other intermediary should complete and return the voting instruction form provided to them by their broker or other intermediary in accordance with the instructions provided therein.

DATED at Montréal, Québec, this 1st day of June 2015

BY ORDER OF THE BOARD OF DIRECTORS

(s) *Luce L. Saint-Pierre*

Luce L. Saint-Pierre, Corporate Secretary