

KWG RESOURCES INC.
NOTICE OF ANNUAL 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”) will be held on Tuesday, September 11, 2018 at 11:00 a.m. (local time), at the offices of Dickinson Wright LLP, Suite 2200, Commerce Court West, 199 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, 2017 and 2016 and the auditor’s report thereon;
- (b) To consider and, if deemed advisable, to pass, with or without variation, a resolution to appoint the auditors of the Corporation and to authorize the directors to fix the auditors’ remuneration and terms of engagement;
- (c) TO consider and, if deemed advisable, to pass, with or without variation, a resolution to fix the current number of directors between the minimum number and maximum number at five (5);
- (d) TO consider and, if deemed advisable, to elect directors of the Corporation for the forthcoming year;
- (e) TO consider and, if deemed advisable, to pass a resolution, with or without variation, to amend the Corporation’s Stock Option Plan (the “**Stock Option Plan Amendment Resolution**”);
- (f) TO consider and, if deemed advisable, pass a special resolution, with or without variation, authorizing the Corporation to amend its articles (the “**Articles**”) to create a new class of shares, issuable in series, to be designated as “Preference Shares” in an unlimited number with the rights, privileges, restrictions and conditions described in Schedule “C” to the Management Information Circular accompanying this Notice, which rights, privileges, restrictions and conditions shall be annexed to the Articles (the “**Preference Shares Resolution**”); and
- (g) 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 this Notice, which is supplemental to and expressly made part of this Notice. Shareholders of record as of the close of business on August 7, 2018, the record date, will be entitled to vote at the Meeting and at any adjournment or adjournments thereof.

A form of proxy is enclosed herewith. Registered Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed form of proxy 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 11:00 a.m. (Toronto time) on September 7, 2018 or, if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and statutory 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 the City of Toronto, in the Province of Ontario, as of the 7th day of August, 2018

**BY ORDER OF THE BOARD OF DIRECTORS
OF KWG RESOURCES INC.**

(signed) “*Frank Smeenk*”

Frank Smeenk, Chief Executive Officer