

**KWG RESOURCES INC.**  
**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**NOTICE (the “Notice”) IS HEREBY GIVEN that the Annual Meeting of Shareholders (the “Meeting”) of KWG RESOURCES INC. (the “Corporation”) will be held on Tuesday, September 12, 2017 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, 2016 and 2015 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 elect directors of the Corporation for the forthcoming year; and
- (d) 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 8, 2017, 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, 9<sup>th</sup> 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 8, 2017 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 8<sup>th</sup> day of August, 2017

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

(signed) “*Frank Smeenk*”

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Frank Smeenk, Chief Executive Officer