

**K2 GOLD CORPORATION**  
Suite 1020, 800 West Pender Street,  
Vancouver, British Columbia, Canada V6C 2V6  
Tel: 604-331-5090 Fax: 604-646-4526

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of **K2 Gold Corporation** (the “**Company**”) will be held at Suite 1020 – 800 West Pender Street, Vancouver, British Columbia, on Tuesday, December 3, 2019 at 10 o’clock a.m. Pacific Time, for the following purposes:

1. To present the financial statements of the Company, together with the auditor’s report thereon, for the fiscal year ended December 31, 2018;
2. To appoint Davidson & Company LLP, Chartered Professional Accountants, as auditor for the Company for the ensuing year and to authorize the directors to set the auditor’s remuneration;
3. To elect directors of the Company for the ensuing year;
4. To ratify and approve the continuation of the Company’s 10% “rolling” share option plan, as more particularly described in the accompanying Information Circular; and
5. To transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

Only shareholders of record on October 29, 2019 will be entitled to vote in person at the Meeting. Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

The audited financial statements for the year ended December 31, 2018, the report of the auditor and related management discussion and analysis will be made available at the Meeting and are available on [www.sedar.com](http://www.sedar.com)

DATED at Vancouver, British Columbia, October 29, 2019.

**BY ORDER OF THE BOARD**

*“Stephen Swatton”*

**Stephen Swatton**  
**President & CEO**