Q-GOLD RESOURCES LTD.
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Telephone (928) 600-4977 / Facsimile (928) 268-3445

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general and special meeting (the "**Meeting**") of Shareholders of **Q-Gold Resources Ltd.** (the "**Company**") will be held at Suite 700 - 401 West Georgia Street, Vancouver, British Columbia, on Monday, July 31, 2017, at 10:00 a.m., Vancouver time, for the following purposes:

1. To receive the report of the Directors of the Company;

2. To receive and consider the audited financial statements of the Company for its fiscal periods ended December 31, 2015 and 2016, and the report of the auditor thereon;

3. To fix the number of Directors of the Company at three;

4. To elect Directors of the Company for the ensuing year;

5. To appoint auditors for the ensuing year and to authorize the Directors to fix their remuneration;

6. To consider and, if thought fit, to pass an ordinary resolution ratifying and approving the existing 10% rolling stock option plan of the Company;

7. To consider and, if thought fit, to pass, with or without variation, a special resolution authorizing and approving the consolidation of the Company's issued and outstanding common shares on the basis of four (4) old shares for one (1) new share or such lesser ratio as the board of directors of the Company deems appropriate;

8. To consider and, if thought fit, to pass, with or without variation, a special resolution authorizing and approving the re-pricing of 2.25 million outstanding stock options; and

9. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The Information Circular dated June 19, 2017 and the form of Proxy accompany this Notice. The Information Circular contains details of matters to be considered at the Meeting.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder's shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of Proxy, or another suitable form of Proxy, and deliver it by fax, by hand or by mail in accordance with the instructions set out in the form of Proxy and in the Information Circular.

DATED at Vancouver, British Columbia, this 19th day of June, 2017.

BY ORDER OF THE BOARD

"J. Bruce Carruthers II"
J. Bruce Carruthers II
Chairman and Chief Executive Officer