

**Q-GOLD RESOURCES LTD.
NOTICE OF ANNUAL AND SPECIAL MEETING OF COMMON
SHAREHOLDERS**

You are invited to the 2018 annual and special meeting (the “**Meeting**”) of common shareholders (the “**Shareholders**”) of Q-Gold Resources Ltd. (the “**Corporation**”).

When: September 13, 2018 at 10:00 a.m. (EST)

Where: 65 Queen Street West, 8th floor, Toronto, Ontario M5H 2M5

The purpose of the Meeting is as follows:

1. **Financial Statements.** Receive and consider the audited consolidated financial statements as at and for the fiscal year ended December 31, 2017, together with the report of the auditor thereon, and the unaudited interim financial statements as at and for the three-month period ended March 31, 2018;
2. **Auditor Appointment.** Appoint Calvista LLP Professional Accountants as auditor of the Corporation;
3. **Elect Directors.** Consider and elect the directors for the ensuing year;
4. **Number of Directors.** Fix the number of directors of the Corporation at three;
5. **Fix the Number of Directors.** Authorize and empower the board of directors to set the number of directors from time to time within the minimum and maximum of directors set forth in the articles of the Company, provided that the total number of directors so set may not exceed one-third of the number of directors elected at the previous annual meeting of Shareholders (the “**Board Resolution**”);
6. **Stock Option Plan.** Consider and approve the Corporation’s rolling stock option plan (the “**Stock Option Plan**”);
7. **Continuance.** Consider and approve the continuance of the Corporation into the Province of Ontario under the *Business Corporations Act* (Ontario) (the “**OBCA**”); and
8. **Other Business.** Consider other business as may properly come before the Meeting or any postponement(s) or adjournment(s) thereof.

The details of all matters proposed to be put before the Shareholders at the Meeting are set forth in the management information circular (the “**Circular**”) accompanying this Notice of Meeting. At the Meeting, Shareholders will be asked to approve each of the foregoing items.

The board of directors of the Corporation unanimously recommends that the Shareholders vote FOR each of the appointment of Calvista LLP Professional Accountants as auditor of the Corporation, the election of the directors of the Corporation for the ensuing year, the approval of the Stock Option Plan, the approval of the Board Resolution and the continuance of the Corporation into the Province of Ontario under the OBCA.

Each Common Share will entitle the holder thereof to one (1) vote at the Meeting.

The directors of the Corporation have fixed the close of business on August 7, 2018 as the record date, being the date for the determination of the registered Shareholders entitled to notice and to vote at the Meeting and any adjournment(s) or postponement(s) thereof.

Proxies are being solicited by management of the Corporation. A form of proxy for the Meeting accompanies this notice (the “**Proxy**”). Shareholders who are entitled to vote at the Meeting may vote either in person or by Proxy. Shareholders who are unable to be present in person at the Meeting are requested to complete, execute and deliver the enclosed Proxy to the Corporation’s registrar and transfer agent, TSX Trust Company at 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1 by no later than 10:00 a.m. (EST) on September 11, 2018, or if the Meeting is adjourned or postponed, by no later than 48 hours prior to the time of such reconvened meeting (excluding Saturdays, Sundays and holidays). The Chairman of the Meeting may waive or extend the time limit for the deposit of Proxies. Beneficial owners of Common Shares registered in the name of a broker, custodian, nominee or other intermediary should follow the instructions provided by their broker, custodian, nominee or other intermediary in order to vote their Common Shares.

DATED at Toronto, Ontario as of the 16th day of August, 2018

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “Fred Leigh”

President and Chief Executive Officer