

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

You are invited to the 2019 annual and special meeting (the “**Meeting**”) of common shareholders (the “**Shareholders**”) of Q-Gold Resources Ltd. (the “**Corporation**”).

**When:** July 17, 2019 at 11:00 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, 2018, 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, 2019;
2. **Auditor Appointment.** Appoint UHY McGovern Hurley LLP as auditor of the Corporation;
3. **Elect Directors.** Consider and elect the directors for the ensuing year;
4. **Stock Option Plan.** Consider and approve the Corporation’s rolling stock option plan (the “**Stock Option Plan**”);
5. **By-Law No.1.** Consider and approved By-Law No. 1 as the Company’s general by-law; and
6. **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 UHY McGovern Hurley LLP as auditor of the Corporation, the election of the directors of the Corporation for the ensuing year, the approval of the Stock Option Plan and the adoption of By-Law No. 1.**

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 June 11, 2019 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 adjournments(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 11:00 a.m. (EST) on July 15, 2019, 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 19<sup>th</sup> day of June, 2019

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Fred Leigh*"

President and Chief Executive Officer