

**KAPUSKASING GOLD CORP.**  
Suite 501, 133 Richmond Street West  
Toronto ON M5H 2L3  
Telephone: (416) 708-0243

**NOTICE OF ANNUAL GENERAL & SPECIAL MEETING**

**NOTICE** is hereby given that the Annual General & Special Meeting of the shareholders of Kapuskasing Gold Corp. (the "**Company**"), will be held at Suite 501, 133 Richmond Street, Toronto, Ontario, on Wednesday, the 20<sup>th</sup> day of December 2017 at 11:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements for the financial year ended May 31, 2017, together with the report of the auditors thereon;
2. to appoint Davidson & Company, Chartered Accountants, as auditors for the ensuing year at a remuneration to be fixed by the directors;
3. to elect the directors of the Company for the ensuing year;
4. to consider and if thought appropriate, pass, subject to regulatory approval, an ordinary resolution approving the ratification and amendment of the Company's stock option plan, as amended and restated, reserving for the grant and issuance of incentive stock options of up to a maximum of 10% of the currently outstanding shares of the Company as of the date of grant, as more particularly described in the accompanying management information circular (the "**Option Plan**");
5. to transact such other business as may properly be brought before the meeting or any adjournment or postponement thereof.

Specific details of the above items of business are contained in the information circular of management which accompanies this notice of meeting and, together with management's form of proxy, which also accompanies this notice of meeting, form a part hereof and must be read in conjunction with this notice of meeting.

Shareholders of record at the close of business on November 10, 2017 are entitled to notice of, to attend and to vote at the meeting either in person or by proxy.

If you are unable to attend the meeting in person, please read the notes accompanying the form of proxy enclosed herewith and then complete and return the proxy within the time set out in the notes. As set out in the notes, the enclosed proxy is solicited by management, but, you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided, the name of the person you wish to represent you at the meeting.

DATED at Toronto, Ontario, this 13<sup>th</sup> day of November 2017.

By Order of the Board of Directors

**KAPUSKASING GOLD CORP.**

(signed) "*Jonathan Armes*"

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Jonathan Armes  
President, CEO & Director