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## Notice of Meeting

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### **Important Notice Regarding the Availability of Proxy Materials for Lupaka Gold Corp.'s Annual General Meeting of Shareholders to be held on June 4, 2015 at 10:00 am Pacific Time at the offices of DuMoulin Black, located at 595 Howe Street, 10<sup>th</sup> Floor, Vancouver, BC Canada V6C 2T5**

You are receiving this notification to advise you that the Company's information circular (the "Circular") and proxy materials relating to the above noted shareholders meeting are being provided to you on the Internet under the notice and access model ("Notice & Access"), instead of, receiving printed copies of the Circular and the annual report which includes, among other things the audited consolidated financial statements for the fiscal year ended December 31, 2014 and accompanying management's discussion and analysis and the financial statement request form (collectively, the "**Meeting Materials**").

This communication presents only an overview of the more complete Meeting Materials that are available to you on the internet. However, together with this Notice and Access, shareholders continue to receive a proxy (in the case of registered shareholders) or a voting instruction form (in the case of beneficial shareholders). We remind you to access and review all of the important information contained in the Circular and other Meeting Materials before voting. The Company has adopted this alternative means of delivery in order to further its commitment to environmental sustainability and to reduce its printing and mailing costs. This Notice and Access serves as a notice of the meeting under section 169 of the *Business Corporations Act* (British Columbia).

The Circular and other Meeting Materials are available on the Company's website at:

<http://www.lupakagold.com/s/financialreports.asp>

Or under the Company's profile on SEDAR at:

[www.sedar.com](http://www.sedar.com)

#### ***Obtaining a Copy of the Meeting Materials***

If you would like to receive a paper copy of the Meeting Materials by mail, you must request one. There is no charge to you for requesting a copy.

Call us toll-free at 1-844-851-1260 within North America to request a paper copy of the Meeting Materials.

To ensure you receive the Meeting Materials in advance of the voting deadline and meeting date, all requests must be received by us no later than 10 business days before the Meeting to ensure timely receipt. If you do request the Meeting Materials, please note that another Voting Instruction Form or Proxy will not be sent; please retain your current one for voting purposes.

To obtain paper copies of the Meeting Materials after the Meeting date, please contact the Company toll-free at 1-844-851-1260 or email us at [info@lupakagold.com](mailto:info@lupakagold.com).



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## Shareholder Meeting Notice

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**PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote your Common Shares you must vote by telephone, the internet or by mailing the enclosed Voting Instruction form or Proxy for receipt before 10:00 am Pacific Time on Tuesday June 2, 2015 using the enclosed Business Reply Envelope. Beneficial Holders are asked to return their voting instruction forms in accordance with the instructions contained therein at least one business day in advance of the proxy deposit date noted on your Voting Instruction Form.

The items of business to be covered at the meeting are listed below and where appropriate, the Sections within the Circular where disclosure regarding each matter can be found, is also provided:

1. To receive the audited consolidated financial statements of the Company for the year ended December 31, 2014 together with the report of the auditors thereon;
2. To set the number of directors for the ensuing year at seven (7). Refer to the section of the Circular entitled *“Number of Directors”*.
3. To elect the directors for the ensuing year. Refer to the section of the Circular entitled *“Election of Directors”*.
4. To appoint PricewaterhouseCoopers LLP as the auditors of the Company for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditors. Refer to the section of the Circular entitled *“Appointment and Remuneration of Auditor”*.
5. To consider and, if thought fit, pass, with or without variation, an ordinary resolution approving the Company’s amended and restated 2010 Incentive Stock Option Plan. Refer to the section of the Circular entitled *“Particulars of Matters to be Acted Upon - Approval of the Amended and Restated 2010 Option Plan”*.
6. To transact such further and other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

Shareholders with questions may contact the Company, toll-free at 1-844-851-1260 or by email at [info@lupakagold.com](mailto:info@lupakagold.com)