



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**Meeting**”) of shareholders of LUPAKA GOLD CORP. (the “**Company**” or “**Lupaka**”) will be held at the offices of Weir Foulds, located at 66 Wellington Street West, Suite 4100, TD Bank Tower, Toronto, Ontario M5K 1B7, **on Wednesday May 22, 2019 at 1:30 p.m.** (Eastern Time), for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the year ended December 31, 2018 together with the report of the auditors thereon;
2. To set the number of directors for the ensuing year at six (6);
3. To elect the directors for the ensuing year;
4. To appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, 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;
5. To consider and, if thought fit, pass, with or without variation, an ordinary resolution re-approving the Company’s 2010 Incentive Stock Option Plan, as amended June 14, 2015; and
6. To transact such further and other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

This notice is accompanied by a Management Information Circular (“Circular”) which provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to and expressly made a part of, this notice of Meeting. The Company urges shareholders to review the Circular before voting.

The board of directors of the Company has by resolution fixed the close of business on April 4, 2019 as the record date being the date for the determination of the registered holders of common shares entitled to receive notice of and to vote at the Meeting and any adjournment thereof.

Registered shareholders who are unable to attend the Meeting are requested to complete, date, sign and deliver the enclosed form of proxy to Computershare Investor Services Inc. (“Computershare”), Attention: Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1, by 1:30 p.m. (Toronto Time) on May 17, 2019 or not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before any adjournment or postponement of the Meeting at which the proxy is to be used. Any adjourned or postponed Meeting will be held at a time and place to be specified either by the Company before the Meeting or by the Chair at the Meeting to be adjourned or postponed.

Non-registered shareholders of the Company who have received this notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (the “Intermediary”), are required to complete and return the materials in accordance with the instructions provided by the Intermediary.

DATED at Toronto, Ontario this 17th day of April 2019.

By Order of the Board of Directors

/s/ Gordon L. Ellis

Gordon L. Ellis

Chair of the Board