



Suite 650 – 669 Howe Street
Vancouver, British Columbia
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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general and special meeting (the “Meeting”) of shareholders of Japan Gold Corp. (the “Company”) will be held at Suite 650 – 669 Howe Street, Vancouver, British Columbia on **July 14, 2017** at 11:00 a.m. (Vancouver Time) for the following purposes:

1. to receive the annual financial statements of the Company for its fiscal year ended December 31, 2016, together with the report of the auditors thereon;
2. to appoint Ernst & Young, LLP, as auditors for the Company for the ensuing year and to authorize the directors to fix their remuneration;
3. to fix the number of directors at seven (7);
4. to elect directors;
5. to authorize and approve the continuation of the Company’s rolling stock option plan;
6. to consider and, if deemed advisable, to approve, with or without variation, an ordinary resolution, to authorize a private placement with Southern Arc Minerals Inc., a related party of the Company, as more particularly set forth in the accompanying Information Circular; and
7. to transact any other business which may properly come before the Meeting, or any adjournment or postponement thereof.

Accompanying this Notice of Meeting is an Information Circular, a form of Proxy, and a financial statements request card whereby shareholders can request to be added to the Company’s supplemental mailing list. The Information Circular includes more detailed information relating to the matters to be addressed at the Meeting, and forms part of this Notice.

The Board of Directors has fixed the close of business on June 12, 2017 as the record date for determining shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournment of the Meeting. A shareholder entitled to vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his/her stead. If you are unable to attend the Meeting, or any adjournment thereof, in person, please date, execute, and return the enclosed form of Proxy in accordance with the instructions set out in the notes to the Proxy and any accompanying information from your intermediary.

DATED at Vancouver, British Columbia, this 12th day of June, 2017.

ON BEHALF OF THE BOARD OF DIRECTORS

“John G. Proust”
Chief Executive Officer