



Suite 650, 669 Howe Street  
Vancouver, British Columbia  
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www.southernarcminerals.com

## **NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

TAKE NOTICE that a special meeting (the “**Meeting**”) of the shareholders of Southern Arc Minerals Inc. (the “**Company**”) will be held at Suite 650, 669 Howe Street, Vancouver, British Columbia on **JULY 14, 2017** at 10:00 a.m. (Vancouver Time) for the following purposes:

1. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution authorizing and approving the Company’s participation in a private placement of Japan Gold Corp., a related party of the Company, as more particularly described in the accompanying Information Circular; and
2. 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 and a form of Proxy. The Information Circular provides 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.

ON BEHALF OF THE BOARD OF DIRECTORS

“John G. Proust”

Chief Executive Officer and Executive Chairman

*These shareholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.*