NEWMARKET GOLD INC.

SUITE 3244 – 1055 DUNSMUIR STREET
VANCOUVER, B.C. V7X 1L3

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the "**Meeting**") of the shareholders of Newmarket Gold Inc. (the "**Company**") will be held at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia on Friday, July 4, 2014 at 9:00 a.m. At the Meeting, the shareholders will receive the financial statements for the year ended December 31, 2013, together with the auditor's report thereon, and consider resolutions to:

1. fix the number of directors at seven;

2. elect directors for the ensuing year;

3. appoint PricewaterhouseCoopers LLP, Chartered Accountants, as auditor of the Company for the ensuing year;

4. authorize the directors to determine the remuneration to be paid to the auditor;

5. if deemed appropriate, approve by ordinary resolution certain amendments to the Company's stock option plan, as more particularly set out in the section of the information circular entitled "Particulars of Matters to be Acted Upon – Approval of Amendments to the Stock Option Plan";

6. if deemed appropriate, ratify and approve by ordinary resolution of disinterested shareholders a further amendment to the Company's stock option, as more particularly set out in the section of the information circular entitled "Particulars of Matters to be Acted Upon – Approval of a Further Amendment to the Stock Option Plan"; and

7. transact such other business as may properly be put before the Meeting.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy. The Board requests that all shareholders who will not be attending the Meeting in person read, date and sign the accompanying proxy and deliver it to Computershare Investor Services Inc. ("**Computershare**"). If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, by 9:00 a.m. (Vancouver, British Columbia time) on Wednesday, July 2, 2014 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used), then the shareholder will not be entitled to vote at the Meeting by proxy. Only shareholders of record at the close of business on June 4, 2014 will be entitled to vote at the Meeting.

An information circular and a form of proxy accompany this notice.

DATED at Vancouver, British Columbia, the 4th day of June 2014.

ON BEHALF OF THE BOARD

(signed) *"Douglas B. Forster"*

Douglas B. Forster
Chief Executive Officer