

**LUNA GOLD CORP.**  
**8<sup>th</sup> Floor – 543 Granville Street**  
**Vancouver, BC V6C 1X8**  
**Phone: (604) 558-0560 / Fax: (604) 558-0561**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Luna Meeting**”) of shareholders (the “**Luna Shareholders**”) of Luna Gold Corp. (“**Luna**” or the “**Company**”) will be held in the Pacific Room at the Metropolitan Hotel, 645 Howe Street, Vancouver, British Columbia, Canada V6C 2Y9 on June 18, 2015 at 11:00 a.m. (Vancouver Time) for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company for the financial year ended December 31, 2014, together with the report of the auditors thereon;
2. To fix the number of directors (the “**Directors**”) of the Company at seven (7);
3. To elect the Directors of the Company for the ensuing year;
4. To appoint KPMG, Chartered Accountants, as auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration;
5. To re-approve the Company’s Stock Option Plan and authorize the Luna Board to grant stock options under such plan;
6. To approve the Advance Notice Policy of the Company;
7. To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution (the “**Sandstorm Resolution**”) which must receive minority approval under MI 61-101, the full text of which is set forth in Appendix C to the accompanying management information circular of the Company dated May 15, 2015 (the “**Circular**”), approving a restructuring transaction (the “**Gold Stream Restructuring**”) involving Sandstorm Gold Ltd. (“**Sandstorm**”) pursuant to which the Company will, among other things:
  - i. terminate the Company’s May 15, 2009 stream agreement with Sandstorm, Sandstorm Gold (Canada) Ltd. (“**Sandstorm Canada**”), and Mineracao Aurizona S.A. (“**MASA**”), to be replaced by two net smelter return royalties on the Company’s Aurizona and Greenfields Projects and a US\$30,000,000 convertible debt facility; and
  - ii. amend the Company’s April 11, 2014, US\$20,000,000 amended and restated loan agreement with Sandstorm, MASA and Aurizona Goldfields Corporation;
8. To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution (the “**Pacific Road Resolution**”), the full text of which is set forth in Appendix D to the accompanying Circular, approving, among other things, a private placement offering 100,000,000 units in the capital of the Company (each, a “**Unit**”, each Unit to be comprised of one Luna Share and one series A Luna Share purchase warrant exercisable at \$0.125 per Luna Share) to Pacific Road Resources Fund II (“**Pacific Road**”) at a price of \$0.10 per Unit (the “**Issue Price**”) for gross proceeds to the Company of up to approximately \$10,000,000 (the “**Pacific Road Equity Offering**”), the issuance of a \$20,000,000 senior secured note and 200,000,000 series B Luna Share purchase warrants (exercisable at \$0.10 per Luna Share) to Pacific Road for aggregate consideration of \$20,000,000 (the “**Debt Offering**”, together with the Pacific Road Equity Offering, the “**Pacific Road Offering**”), all as more particularly described in the Circular;
9. To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution (the “**Offering Resolution**”) which must receive disinterested shareholder approval in accordance with the

instrucciones provistas en el mismo. El no hacerlo puede resultar en que sus Acciones de Luna no tengan voto en la Asamblea de Luna.

Si tiene cualquier pregunta acerca de la información contenida en esta Circular o requiere asistencia para completar el Poder de Voto, puede comunicarse con Luna a través de Shayla Forster, Secretaria Corporativa, en el 604-558-0560.

Atentamente,

/s/ “*Marc Leduc*”

Marc Leduc  
Presidente y CEO

The foregoing is a Spanish language translation of the above letter to Luna Shareholders. Mr. Luis Baertl, a director of the Company, as a director of the Company and not in his personal capacity, has reviewed the Spanish version and confirms it is an accurate translation of the English version.