



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of the shareholders (the "Meeting") of Goldgroup Mining Inc. (the "Company" or "Goldgroup") will be held at the offices of Davis LLP, located at 2800 Park Place, 666 Burrard Street, Vancouver, British Columbia, V6C 2Z7, Canada, **on Wednesday, June 11, 2014 at 11:00 a.m. (PST)**, for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the financial year ended December 31, 2013 together with the report of the auditor thereon;
2. to fix the number of directors at seven;
3. to elect directors of the Company for the ensuing year;
4. to appoint Grant Thornton LLP as the auditors of the Company and to authorize the directors to fix the auditors' remuneration;
5. to consider and, if deemed advisable, to pass, with or without variation, a resolution approving a new stock option plan of the Company, as more fully described under the heading "Particulars of Matters to be Acted Upon" in the Company's management information circular provided along with this notice; and
6. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

This notice is accompanied by an information circular, either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders, and, for those registered shareholders who so requested, a copy of the audited consolidated Financial Statements and Management Discussion and Analysis ("MD&A") of the Company for the financial year ended December 31, 2013. Shareholders are able to request to receive copies of the Company's annual and/or interim financial statements and MD&A on the form of proxy or voting instruction form, as applicable. The audited consolidated financial statements and MD&A of the Company for the financial year ended December 31, 2013 will be sent to those shareholders who have previously requested to receive them. Otherwise, they are available upon request to the Company or they can be found on SEDAR at www.sedar.com or on the Company's website at www.goldgroupmining.com.

Registered shareholders who are unable to attend the Meeting are requested to complete, date, sign and return the enclosed form of proxy and deposit it with the Company's transfer agent by 11:00 a.m. (PST) on June 9, 2014, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of any adjourned Meeting so that as large a representation as possible may be had at the Meeting. 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 security on your behalf (the "Intermediary"), are required to complete and return the materials in accordance with the instructions provided by the Intermediary. The board of directors of the Company has by resolution fixed the close of business on May 7, 2014 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. Goldgroup shareholders are requested to complete and return the enclosed form of proxy to ensure that your Goldgroup common shares will be represented at the Meeting, whether or not you are personally able to attend. If you have questions, you may contact the Company's Corporate Secretary by telephone at 604-682-1943 or by email at mclark@goldgroupmining.com.

DATED at Vancouver, British Columbia this 7th day of May, 2014.

By Order of the Board of Directors

(Signed) "Keith Piggott"

Keith Piggott
Chairman, CEO & President