



EVOLVING GOLD
CORP

Suite 605, 1166 Alberni Street
Vancouver, British Columbia V6E 2Z3
Telephone No.: (604) 685-6375 / Fax No.: (604) 909-1163

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual and special meeting (the “Meeting”) of shareholders of **Evolving Gold Corp.** (the “Corporation”) will be held at the offices of the Corporation, at Suite 605, 1166 Alberni Street, Vancouver, British Columbia, Canada, on Tuesday, September 30, 2014 at 2 o’clock p.m. (Pacific Time) for the following purposes:

1. to table and consider the audited financial statements of the Corporation for the 12 months ended March 31, 2014, together with the auditors’ report thereon and related Management Discussion & Analysis for the period;
2. to elect directors of the Corporation for the ensuing year;
3. to appoint BDO Canada LLP as auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration;
4. to approve by ordinary resolution the adoption of a new form of 10% rolling share option plan as described in the accompanying Management Proxy Circular;
5. to approve by ordinary resolution the renewal of the Corporation’s Shareholder Rights Plan Agreement as described in the accompanying Management Proxy Circular;
6. to approve by special resolution the share consolidation resolution as described in the accompanying Management Proxy Circular; and
7. to approve by special resolution the continuance of the Corporation from the Canada Business Corporations Act to the Business Corporations Act (British Columbia) and in the process adopt new Articles for the Corporation to include advanced notice provisions along with other amendments, as described in the accompanying Management Proxy Circular.

A Management Proxy Circular accompanies this Notice. The Management Proxy Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The Corporation’s audited financial statements, for the 12 months ended March 31, 2014, the auditors’ report thereon, and the Corporation’s Management Discussion & Analysis for the 12 months ended March 31, 2014 are being mailed to the Registered shareholders of the Corporation, and those non-registered shareholders who returned last year’s Request Card. The Corporation’s audited year end financial statements and the management’s discussion and analysis will be made available at the Meeting and available on request to the Corporation, and may be viewed on the Corporation’s SEDAR website at www.sedar.com.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares are voted at the Meeting are requested to complete, date and execute the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Management Proxy Circular.

Beneficial (non-registered) shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form and in the Management Proxy Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are a beneficial (non-registered) shareholder.

DATED at Vancouver, British Columbia, August 27, 2014.

BY ORDER OF THE BOARD

“R. Bruce Duncan”

R. Bruce Duncan
Director and Chief Executive Officer