



DESERT GOLD

VENTURES INC

**NOTICE OF SPECIAL MEETING AND
CIRCULAR**

JUNE 1, 2015

Desert Gold Ventures Inc.

8338 120th Street
Surrey, BC V3W 3N4

NOTICE OF SPECIAL MEETING TO BE HELD

ON JULY 10, 2015

NOTICE IS HEREBY GIVEN that the a special meeting (the "Meeting") of Desert Gold Ventures Inc. (the "Company", "we", "our" or "Desert Gold") will be held at Suite 200 – 8338 120th Street, Surrey, BC on Friday, July 10, 2015 at 1:30 PM (Vancouver time) for the following purposes:

1. to consider and, if thought fit, pass, with or without amendment, a special resolution to alter Desert Gold's share capital by consolidating its issued common shares on an up to ten-for-one basis, or such lesser ratio as the directors may determine appropriate; and
2. To transact such other business as may properly come before the Meeting or any adjournments thereof.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. If you are unable to attend the Meeting in person, please read the Circular (the "Circular") and enclosed proxy (the "Proxy") and then complete, sign, date and return the Proxy, together with the power of attorney or other authority, if any, under which it was signed, or a notarized certified copy, to the Company's registrar and transfer agent, Computershare Trust Company of Canada., at 510 Burrard Street, 3rd Floor, Vancouver, B.C. V6C 3B9 at least 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment.

As set out in the notes to the Proxy, the Proxy is solicited by management, but you may amend it, if you desire, by striking out the names listed on it and inserting in the space provided the name of the person you wish to represent you at the Meeting.

If you are a non-registered shareholder and you plan to attend the Meeting, please follow the instructions set out in this Circular, and on the form of proxy or voting instruction form you received, to ensure that your shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Vancouver, British Columbia, this 1st day of June, 2015

BY ORDER OF THE BOARD OF DIRECTORS:

Per:

"Ayub Khan"

Ayub Khan

President & CEO



CIRCULAR

The information contained in this Circular, unless otherwise indicated, is as of June 1, 2015.

This Circular is being mailed by the management of the Company to everyone who was a shareholder of record on June 1, 2015, which is the date that has been fixed by the directors of the Company as the record date to determine the shareholders who are entitled to receive notice of the meeting.

The Company is mailing this Circular in connection with the solicitation of proxies by and on behalf of the Company's management for use at the special meeting (the "Meeting") of the shareholders that is to be held on Friday, July 10, 2015 at 1:30 PM (Vancouver time) at Suite 200 – 8338 120th Street, Surrey, BC.

The solicitation of proxies will be primarily by mail. Certain employees or directors of the Company may also solicit proxies by telephone or in person. The cost of solicitation will be borne by the Company.

Under the Company's Bylaws, a quorum for the transaction of business at any meeting of shareholders is at least two (2) shareholders holding or representing not less than 5% of the shares entitled to vote at the Meeting present in person or by proxy before any action may validly be taken at the Meeting. If such a quorum is not present in person or by proxy, the Meeting will be rescheduled.

PART 1 – VOTING

HOW A VOTE IS PASSED

Voting at the Meeting will be by a show of hands, each shareholder in attendance having one vote, unless a poll is requested or otherwise required, in which case each shareholder is entitled to one vote for each share held. All matters that will come to a vote at the Meeting, as described in the attached Notice of Meeting, are ordinary resolutions and can be passed by a simple majority – that is, if more than half of the votes that are cast are in favour, then the resolution is approved (an "ordinary resolution"). If a motion requires a special resolution, a majority of 66 2/3% of the votes cast will be required (a "special resolution").

WHO CAN VOTE?

If you are a registered shareholder of the Company as at June 1, 2015, you are entitled to notice of and to attend at the Meeting and cast a vote for each share registered in your name on all resolutions put before the Meeting. If the shares are registered in the name of a corporation, a duly authorized officer of the corporation may attend and vote on that corporation's behalf; the authorized officer must bring documentation to the Meeting that sets out this authorization. If you are a registered shareholder but do not wish to, or cannot, attend the Meeting in person, you can appoint someone who will attend the Meeting and act as your proxyholder to vote in accordance with your instructions (see "*Voting By Proxy*" below). If your shares are registered in the name of a "nominee" (usually a bank, trust company, securities dealer or other financial institution) you should refer to the section entitled "*Non-Registered Shareholders*", below.

It is important that your shares be represented at the Meeting regardless of the number of shares you hold. If you will not be attending the Meeting in person, the Company invites you to complete, date, sign, and return your form of proxy as soon as possible so that your shares will be represented.

VOTING BY PROXY

If you do not come to the Meeting, you can still make your votes count by voting over the internet or via telephone (*see proxy for instructions*) or by appointing someone who will be there to act as your proxyholder. You can either tell that person how you want to vote or you can let him or her decide for you. You can do this by completing a form of proxy.



WHAT IS A PROXY?

A form of proxy is a document that authorizes someone to attend the Meeting and cast your votes for you. A form of proxy is enclosed with this Circular. You should use it to appoint a proxyholder, although you can also use any other legal form of proxy.

In order to be valid, you must return the completed form of proxy to the Company's transfer agent, Computershare Trust Company of Canada, 3rd Floor, 510 Burrard Street, Vancouver, BC V6C 3B9 (Facsimile: 1-866-249-7775) not later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any adjournment thereof.

APPOINTING A PROXYHOLDER

You can choose any individual to be your proxyholder. It is not necessary for the person whom you choose to be a shareholder. To make such an appointment, simply fill in the person's name in the blank space provided in the enclosed form of proxy. To vote your shares, your proxyholder must attend the Meeting. If you do not fill a name in the blank space in the enclosed form of proxy, the persons named in the form of proxy will be deemed to be appointed to act as your proxyholder. These persons are directors and/or officers of the Company (the "Management Proxyholders").

INSTRUCTING YOUR PROXY

You may indicate on your form of proxy how you wish your proxyholder to vote your shares. To do this, simply mark the appropriate boxes on the form of proxy. If you do this, your proxyholder must vote your shares according to your instructions.

If you do not give any instructions as to how to vote on a particular issue to be decided at the Meeting, your proxyholder can vote your shares as he or she thinks fit.

At the time of printing this Circular, the management of Desert Gold is not aware of any other matter to be presented for action at the Meeting. If, however, other matters do properly come before the Meeting, the persons named on the enclosed form of proxy will vote on them in accordance with their best judgment, in keeping with the discretionary authority conferred on them by the form of proxy with respect to such matters.

If you have appointed the Management Proxyholders as your proxyholder, they will, unless you give other instructions, vote your shares at the Meeting as follows:

- ✓✓ **FOR** a special resolution altering Desert Gold's share capital by consolidating its issued common shares on an up to ten-for-one basis, or such lesser ratio as the directors may determine appropriate;
- ✓✓ **FOR** other business.

REVOKING YOUR PROXY IF YOU CHANGE YOUR MIND

If you want to revoke your proxy after you have delivered it, you can do so at any time before it is used. You may do this by

- (a) attending the Meeting and voting in person;
- (b) signing a proxy bearing a later date;
- (c) signing a written statement which indicates, clearly, that you want to revoke your proxy and delivering this signed written statement to the Company at Suite 200-8338 120th Street, Surrey, BC V3W 3N4; or



- (d) any other manner permitted by law.

Your proxy will only be revoked if a revocation is received by 5:00 in the afternoon (Vancouver time) on the last business day before the day of the Meeting, or any adjournment thereof, or delivered to the person presiding at the Meeting before it (or any adjournment) commences. If you revoke your proxy and do not replace it with another that is deposited with us before the deadline, you can still vote your shares but to do so you must attend the Meeting in person.

Only registered shareholders may revoke a proxy. If your shares are not registered in your own name and you wish to change your vote, you must, at least 7 days before the Meeting, arrange for your nominee to revoke your proxy on your behalf (see below under “Non-Registered Shareholders”).

REGISTERED SHAREHOLDERS

Registered Shareholders may wish to vote by Proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a Proxy may do so by completing, dating and signing the enclosed form of Proxy and returning it to the Company's transfer agent, Computershare Trust Company of Canada by fax at 1-866-249-7775 or by mail to Proxy Department, 3rd Floor, 510 Burrard Street, Vancouver, British Columbia V6C 3B9 not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s) of the Meeting.

NON-REGISTERED SHAREHOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Some shareholders of the Company are “non-registered shareholders” because the shares they own are not registered in their names but are instead registered in the name of a “nominee”, usually a brokerage firm, bank, or trust company through which they purchased the shares. Sometimes the shares are held in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“CDS”) of which the nominee is a participant or in the United States, under the name of Cede & Co. as nominee for The Depository Trust Company which acts as depositary for many U.S. brokerage firms and custodian banks.

If your shares are not registered in your own name, we will not have a record of your name and, as a result, unless your nominee has appointed you as a proxyholder, we will have no knowledge of your entitlement to vote. If you wish to vote in person at the Meeting, therefore, please insert your own name in the space provided on the form of proxy or voting instruction form that you have received from your nominee. If you do this, you will be instructing your nominee to appoint you as proxyholder. It is not necessary to complete the form in any other respect, since you will be voting at the Meeting in person.

In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of these meeting materials including the Notice of Meeting, this Circular and the Proxy to the clearing agencies and nominees for onward distribution to Non-Registered Holders (collectively, the “Meeting Materials”).

Nominees are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Nominees will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy **which has already been signed by the Nominee** (typically by a facsimile, stamped signature), that shows the number of shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Nominee has already signed the form of proxy, a Non-Registered Holder who wishes to vote their shares completes the form of proxy and delivers it to **Computershare Investor Services** as noted above; or



- (b) more typically, the Non-Registered Holder receives a voting instruction form **which is not signed by the Nominee**, and which, when properly completed and signed by the Non-Registered Holder and **returned to the Nominee or its service company**, will become the voting instructions (often called a “proxy authorization form” or “voting instruction form”, or “VIF”) that the Nominee must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions, and has a removable label containing a bar code and other information. The Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy to validate the form and must also properly complete and sign the form of proxy and return it to the Nominee or its service company according to the Nominee’s instructions.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the shares which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the meeting in person, the Non-Registered Holder should strike out the names of the Management Proxyholders and insert the Non-Registered Holder’s name in the blank space provided.

In either case, **Non-Registered Holders should carefully follow the instructions of their Nominee, including those regarding when and where the proxy or proxy authorization form is to be delivered.** These Meeting Materials are being sent to both registered and non-registered owners of the securities of the Company. 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. Nominees are required to forward the Meeting Materials to beneficial owners unless a beneficial owner has waived the right to receive them. 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 form.

PART 2 - VOTING SHARES AND THE PRINCIPAL HOLDERS OF VOTING SHARES

OUTSTANDING DESERT GOLD SHARES

The authorized capital of the Company consists of an unlimited number of common shares and 1,250,000 preferred shares. Each shareholder is entitled to one vote for each common share registered in his or her name at the close of business on June 1, 2015, the date fixed by the Board of Directors as the record date for determining who is entitled to receive notice of and to vote at the Meeting.

PRINCIPAL HOLDERS OF DESERT GOLD SHARES

At the close of business on June 1, 2015, there were 52,068,035 common shares were outstanding.

To the knowledge of the directors and officers of the Company, no person beneficially owned, directly or indirectly, or exercised control or direction over 10% or more of the common shares on March 20, 2015 except for TransAfrika Resources Inc. who owns and has control over 12,666,666 common shares of the Company, representing approximately 24% of the issued and outstanding common shares.

PART 3 - THE BUSINESS OF THE MEETING

Share Consolidation

Shareholders will be asked at the Special Meeting to consider and, if thought fit, pass a special resolution to consolidate all of the issued common shares of Desert Gold on the basis of up to ten pre-consolidation common shares, or such lesser number as Desert



Gold's Board of Directors may determine, for one post-consolidation common share (the "Share Consolidation"). The proposed resolution (the "Share Consolidation Resolution") is attached as Appendix A to this Information Circular. The Board intends to reduce the consolidation ratio if and to the extent required to ensure compliance with the share distribution requirements of the Exchange. Desert Gold is distributing with this Information Circular, Letters of Transmittal to be completed by Desert Gold shareholders, if the Share Consolidation is approved at the Special Meeting, for the purpose of exchanging existing share certificates for post-Consolidation certificates.

The Share Consolidation is subject to Exchange acceptance.

The Board of Directors believes that Desert Gold's ability to conduct the equity financing required for its operations is contingent upon, among other things, a consolidation of its outstanding common shares. Therefore, the Board of Directors recommends that the Desert Gold shareholders vote in favour of the Share Consolidation Resolution. **Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the Share Consolidation Resolution as set out in Appendix A to this Information Circular.**

PART 4 – OTHER INFORMATION

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON AT THE MEETING

No one director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting.

OTHER MATTERS

Management of the Company is not aware of any other matters to come before the Meeting other than as set forth in the Notice of Meeting that accompanies this Circular. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

You may obtain additional information about the Company in its audited annual consolidated financial statements and Management Discussion and Analysis, for the year ended December 31, 2014 by accessing the Company's public disclosure documents through the internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

Financial information regarding the Company is provided in the Company's comparative financial statements and Management Discussion and Analysis for its most recently completed financial year.

DATED at Surrey, British Columbia, this 1st day of June, 2015

BY ORDER OF THE BOARD OF DIRECTORS:

Per:

"Ayub Khan"

Ayub Khan

President



EXHIBIT "A"

SHARE CONSOLIDATION RESOLUTION

Desert Gold Ventures Inc. (the "Corporation")

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. *the issued common shares of the Corporation be consolidated on the basis of up to ten pre-consolidation shares for one post-consolidation share, or on the basis of such lesser ratio as the Board of Directors may determine;*
2. *any fractional share remaining after giving effect to the aforementioned consolidation that is less than one-half of one share shall be deemed to be cancelled and each fractional share that is at least one-half of one share shall be deemed to be changed to one whole share;*
3. *any director or officer of the Corporation is authorized to execute and deliver all such documents and instruments, including Articles of Amendment, and to do such further acts as may be necessary to give full effect to this resolution or as may be required to carry out the full intent and meaning of this resolution; and*
4. *notwithstanding the passage of this resolution by the shareholders of Desert Gold or the approval of the TSX Venture Exchange, the Board of Directors of Desert Gold may decide not to proceed with the Share Consolidation or, subject to the approval of the TSX Venture Exchange, to otherwise give effect to this resolution at any time before it is acted upon without further notice to or approval of the shareholders of Desert Gold.*