ROYCE RESOURCES CORP.

Suite 3123 – 595 Burrard Street
PO Box 49139, Three Bentall Centre
Vancouver, British Columbia, V7X 1J1
Phone: 604.609.6110
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NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the annual general meeting (the "Meeting") of the shareholders of **ROYCE RESOURCES CORP.** (the "Corporation"), will be held in the boardroom at Suite 3123, 595 Burrard Street, Vancouver, British Columbia, V7X 1J1, on Thursday, November 26, 2015, at 9:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the financial year ended June 30, 2105 together with the auditor's reports thereon.
2. To appoint the auditor of the Corporation and to authorize the directors to fix the remuneration to be paid to the auditor.
3. To fix the number of directors for the ensuing year at four.
4. To elect directors for the ensuing year.
5. To re-approve the Corporation's stock option plan.
6. To transact such other business as may properly be transacted at the Meeting or at any adjournment thereof.

An information circular, containing details of matters to be considered at the Meeting, accompanies this notice.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder's shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the information circular. As set out in the notes, the enclosed proxy is solicited by management, but, you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided, the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 28th day of September, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

"Geir Liland"

Geir Liland,
Chief Executive Officer
and a Director of the Corporation