OCEANUS RESOURCES CORPORATION

Suite 2108, Purdy's Wharf Tower II, 1969 Upper Water Street, Halifax, Nova Scotia

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT:

The annual and special meeting ("**Meeting**") of the shareholders ("**Shareholders**") of OCEANUS RESOURCES CORPORATION ("**Corporation**") will be held at the Delta Halifax, 1990 Barrington Street, Halifax, Nova Scotia, B2X 1Z4 on **Thursday, September 29, 2016 at 4:00 p.m. (AST)** for the following purposes:

(a) to receive the financial statements of the Corporation for the year ended March 31, 2016, together with the report of the Auditor thereon. No vote by Shareholders with respect to the financial statements is required or proposed to be taken;

(b) to elect directors of the Corporation for the forthcoming year;

(c) to appoint the Auditor of the Corporation for the forthcoming year and to authorize the directors to fix the Auditor's remuneration;

(d) to re-approve the Corporation's incentive stock option plan;

(e) to consider and, if deemed advisable, pass an ordinary resolution by disinterested shareholders ratifying and approving the deferred share unit plan of the Corporation; and

(f) to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the management information circular ("**Circular**") accompanying and forming part of this notice of meeting.

Only Shareholders of record as of the close of business on **August 25, 2016** are entitled to receive notice of the Meeting and to vote at the Meeting.

To assure your representation at the Meeting as a **Registered Shareholder**, please complete, sign, date and return the enclosed proxy, whether or not you plan to personally attend the Meeting. Sending your proxy will not prevent you from voting in person at the Meeting. All proxies completed by Registered Shareholders must be received by the Corporation's transfer agent, **Computershare Investor Services Inc.,** not later than **Tuesday, September 27, 2016 at 4:00 p.m. (AST)**. A Registered Shareholder must return the completed proxy to Computershare Investor Services Inc., as follows:

(a) by **mail** in the enclosed envelope;

(b) by the **Internet** or **telephone** as described on the enclosed proxy; or

(c) by **registered mail**, by **hand** or by **courier** to the attention of Computershare Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1.

Non-Registered Shareholders whose shares are registered in the name of an intermediary should carefully follow voting instructions provided by the intermediary. A more detailed description on returning proxies by Non-Registered Shareholders can be found on page 2 of the attached Circular.

If you receive more than one proxy or voting instruction form, as the case may be, for the Meeting, it is because your shares are registered in more than one name. To ensure that all of your shares are voted you should sign and return all proxies and voting instruction forms that you receive.

DATED at Halifax, in the Halifax Regional Municipality, Nova Scotia, as of the **29th** day of **August, 2016**.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "Glenn Jessome"

President and Chief Executive Officer