

# **AFRICA HYDROCARBONS INC.**

## **ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON JANUARY 4, 2018**

### **NOTICE OF MEETING AND MANAGEMENT PROXY AND INFORMATION CIRCULAR**

THIS NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF AFRICA HYDROCARBONS INC. OF PROXIES TO BE VOTED AT THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OF AFRICA HYDROCARBONS INC. TO BE HELD ON THURSDAY, JANUARY 4, 2018.

#### **TO BE HELD AT:**

The offices of Gowling WLG (Canada) LLP  
Suite 1600, 421 - 7 Avenue SW  
Calgary, Alberta  
at 10:00 a.m. (Calgary Time)

Dated: December 6, 2017

## AFRICA HYDROCARBONS INC.

### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN THAT AN ANNUAL GENERAL AND SPECIAL MEETING** (the "**Meeting**") of holders of common shares ("**Common Shares**") of **AFRICA HYDROCARBONS INC.** (the "**Corporation**") will be held at the offices of Gowling WLG (Canada) LLP, Suite 1600, 421 - 7 Avenue SW, Calgary, Alberta, on Thursday, January 4, 2018 at 10:00 a.m. (Calgary Time) for the following purposes:

1. to receive and consider the financial statements of the Corporation for the financial year ended September 30, 2016 and the report of the auditor thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting at three (3);
3. to elect the Board of Directors of the Corporation for the ensuing year;
4. to appoint the auditor of the Corporation for the ensuing year and to authorize the Board of Directors to fix the auditor's remuneration;
5. to consider and, if thought advisable, to approve, with or without variation, an ordinary resolution, as more particularly set forth in the accompanying Management Information Circular, relating to the re-approval of the stock option plan of the Corporation for the ensuing year;
6. to consider and, if thought advisable, to approve, with or without variation, a special resolution approving an amendment to the articles of the Corporation to change the name of the Corporation to "BlockchainK2 Corp.", or such other name as the Board of Directors of the Corporation, in its sole discretion, deems appropriate, as more fully described in accompanying Management Information Circular;
7. to consider and, if thought advisable, to approve, with or without variation an ordinary resolution approving the adoption of a fixed number stock option plan for the Corporation ("**New Stock Option Plan**"), conditional upon the completion of the COB Transaction (as defined in the accompanying Management Information Circular) and subject to approval of the TSX Venture Exchange (the "**TSXV**") as more fully described in accompanying Management Information Circular;
8. to consider and, if thought advisable, to pass, by ordinary resolution of disinterested shareholders, the approval of a grant by the Corporation of up to 15% of the options to be granted under the New Stock Option Plan (if implemented) to Douglas Wu (or such lesser number as permitted by the TSXV), such grant representing more than 5% of the total issued and outstanding Common Shares at the completion of the COB Transaction, reserved for issuance to any one optionee within a 12 month period, as more fully described in the accompanying Management Information Circular;
9. to consider and, if thought advisable to pass, by ordinary resolution of disinterested shareholders, and subject to TSXV approval, the approval of grants of up to 20% of the options to be granted pursuant to the New Stock Option Plan to Insiders (or such lesser number as permitted by the TSXV), such grants representing more than 10% of the total issued and outstanding Common Shares outstanding at the completion of the COB Transaction reserved for issuance to all Insiders (as such term is defined in the policies of the TSXV) (as a group) of the Corporation, as more fully described in the accompanying Management Information Circular; and

10. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

**DATED** this 6<sup>th</sup> day of December, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) "*Douglas Wu*"

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Douglas Wu, Chief Executive Officer

**NOTES:**

It is desirable that as many shares as possible be represented at the Meeting. If you do not expect to attend the Meeting and would like your shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. All proxies, to be valid, must be received by Computershare Trust Company of Canada, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department, at least 48 hours, excluding Saturdays, Sundays and holidays, before the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

**Alternatively, shareholders may vote through the internet at [www.investorvote.com](http://www.investorvote.com) or by telephone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America). Shareholders will require the 15 digit control number that may be found on the instrument of proxy in order to vote through the internet or by telephone.**