

DATAMINERS CAPITAL CORP.
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Shares**”) of DataMiners Capital Corp. (the “**Corporation**”) will be held at Suite 730, 1015 - 4th Street SW, Calgary, Alberta T2R 1J4 on Wednesday, May 10, 2017 at 10:00 a.m. (MST) for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended October 31, 2016, together with the auditors' report thereon;
2. to fix the size of the Board of Directors at four (4) members;
3. to elect the Board of Directors to serve until the next annual meeting of the Shareholders or until their successors are duly elected or appointed;
4. to appoint BDO Canada LLP, Chartered Accountants, as auditors and to authorize the Board of Directors to fix the auditors' remuneration;
5. to consider and, if thought advisable, to pass a resolution re-approving the rolling stock option plan for the Corporation, as set forth in the Information Circular;
6. to authorize and approve a potential change of control and creation of a new “control person” as defined in the polices of the TSX Venture Exchange, which may occur over anytime over the next 12 months, as set forth in the Information Circular;
7. to consider and, if thought appropriate, to approve a special resolution authorizing the board of directors to amend the Articles of Incorporation to complete a share consolidation on the basis of up to one (1) new common share for every five (5) common shares outstanding, in accordance with Section 173(1) of the *Business Corporations Act* (Alberta), as set forth in the Information Circular;
8. to consider and if deemed appropriate, to pass, with or without variation, a special resolution, approving the continuation of the Corporation under the *Business Corporations Act* (British Columbia) from Alberta, and the adoption of new articles as necessary, as set forth in the Information Circular; and
9. to transact such other business as may properly be brought before the Meeting, or any adjournment(s) thereof.

Specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular, which accompanies this Notice.

Each person who is a Shareholder of record at the close of business on April 3, 2017 (the “**Record Date**”), will be entitled to notice of, and to attend and vote at the Meeting provided that, to the extent a Shareholder as of the Record Date transfers the ownership of any Shares after such date and the transferee of those Shares establishes that the transferee owns the Shares and demands, not later than 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Shares at the Meeting.

Vancouver, British Columbia
April 3, 2017

By Order of the Board Of Directors
(Signed) "**Darryl S. Cardey**"
President, Chief Executive Officer

*Shareholders who are unable to attend the Meeting in person are requested to **COMPLETE AND SIGN THE ACCOMPANYING FORM OF PROXY** and forward it to **Computershare Trust Company of Canada, Suite 600, 530 - 8th Avenue SW, Calgary, Alberta T2P 3S8** not later than **10:00 a.m. (MST) on Monday, May 8, 2017**, or 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement or any adjournment of the Meeting, in order for such proxy to be used at the Meeting, or any adjournment(s) thereof.*