

DV RESOURCES LTD.
Suite 3123, 595 Burrard Street
PO Box 49139, Three Bentall Centre
Vancouver, British Columbia, V7X 1J1
Phone: 604.609.6110 Fax: 604.609.6145

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the annual general and special meeting (the "**Meeting**") of the shareholders of **DV RESOURCES LTD.** (the "**Corporation**"), will be held at Suite 3123, 595 Burrard Street, Vancouver, British Columbia, V7X 1J1, on Monday, June 5, 2017 at 9:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the fiscal years ended November 30, 2015 and 2016, together with auditor's reports thereon.
2. To re-appoint DeVisser Gray LLP as the auditor of the Corporation for the ensuing year 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 consider, and if deemed advisable, to pass a special resolution to approve the continuation of the Corporation from the Province of Ontario into the Province of British Columbia, the proposed text of which is as follows:

"RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Corporation is hereby authorized to make application under section 181 of the *Business Corporations Act* (Ontario) to the Registrar of Corporations for the Province of Ontario to continue the Corporation out of the Province of Ontario and into the Province of British Columbia.
2. The Corporation is hereby authorized to make a continuance application to the Registrar of Corporations for the Province of British Columbia pursuant to section 302 of the *Business Corporations Act* (British Columbia) for continuation into British Columbia and to request the Registrar to issue a certificate of continuance.
3. The Corporation adopt new Articles prepared in accordance with the requirements of the *Business Corporations Act* (British Columbia) in substitution for the existing articles of the Corporation and any and all amendments to the Articles of the Corporation as determined by counsel to the Corporation to be reasonably necessary, are approved including, if required by the Registrar of Corporations for the Province of British Columbia, a change of name of the Corporation to a name selected by the board of directors of the Corporation and approved by the Registrar of Companies for the Province of British Columbia and the TSX Venture Exchange.
4. The directors of the Corporation be and they are hereby authorized, in their discretion, by resolution to abandon the application for continuance of the Corporation under the *Business Corporations Act* (British Columbia) without further approval, ratification or confirmation by the shareholder.
5. Any one officer or director of the Corporation be and he is hereby authorized and directed to do, sign and execute all such things, deeds and documents necessary or

desirable to carry out the foregoing including, without limitation, signing the Articles, the Notice of Articles, and the continuance application."

6. To adopt and approve the Corporation's new stock option plan.
7. To transact such other business as may properly be transacted at such 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 1st day of May, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

"GEIR LILAND"

Geir Liland
Chief Executive Officer and a Director