

DOXA ENERGY LTD.

**NOTICE OF SPECIAL MEETING
OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that a special meeting (the "**Meeting**") of the shareholders (the "**Doxa Shareholders**") of Doxa Energy Ltd. ("**Doxa**") will be held virtually, on December 17, 2020, at the hour of 11:00 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of Doxa for the years ended December 31, 2019 and December 31, 2018, together with the reports of the auditors thereon and the unaudited interim financial statements for the six months ended June 30, 2020;
2. to appoint Smythe LLP, Chartered Professional Accountants, as auditors for the Company for the ensuing year and to authorize the directors to fix their remuneration;
3. to fix the number of directors for the ensuing year at six (6);
4. to elect directors of Doxa for the ensuing year;
5. to consider, and if thought fit, pass an ordinary resolution approving the proposed reverse takeover transaction between Doxa and ProStar Geocorp, Inc. (the "**Transaction**"), the full text of which is set forth in the management information circular of Doxa accompanying this notice (the "**Circular**") and is more particularly described in the Circular;
6. to consider and if thought fit, pass a special resolution approving the sale of the Company's oil and gas assets, regardless of whether the Transaction completes (the "**Disposition**"), on the terms as set forth in the Circular;
7. to consider and if thought fit, pass a resolution to consolidate the issued and outstanding common shares of the Company on the basis of one (1) new common share for up to (17) old common shares (the "**Consolidation**"), regardless of whether the Transaction completes;
8. to consider and if thought fit, approve a debt settlement with each of Armada Investments Ltd. and Harvco LLC and the creation of a new control position to be held by Harvco LLC resulting therefrom;
9. to consider and if thought fit, pass a special resolution following completion of the Disposition and in the event the Transaction is terminated, authorizing the dissolution of Doxa;
10. to consider and if thought fit, approve a resolution ratifying and approving the renewal of the Company's 10% rolling stock option plan;
11. to consider and if thought fit, in the event the dissolution of Doxa is approved, passing a resolution approving the voluntary delisting of Doxa's common shares from the TSX Venture Exchange; and
12. to consider such other matters, including without limitation such amendments or variations to the foregoing resolutions, as may properly come before the Meeting or any adjournment or postponement thereof.

In light of the ongoing public health concerns related to COVID-19, and based on government recommendations to avoid large gatherings, Doxa will not be permitting attendance in person. Shareholders are urged to vote on the matters before the Meeting by proxy and to listen to the Meeting online. Registered shareholders or proxyholders representing registered shareholders participating in the Meeting virtually will be considered to be present in person at the Meeting for the purposes of determining quorum. Non-registered shareholders who have not duly appointed themselves as a proxyholder will be able to attend the Meeting as a guest, but will not be able to vote at the Meeting.

The record date for determination of the Doxa Shareholders entitled to receive notice of and to vote at the Meeting is October 19, 2020 (the "**Record Date**"). Only holders of record of common shares of Doxa ("**Doxa Shares**") at the close of business on the Record Date will be entitled to vote in respect of the matters to be voted on at the Meeting or any adjournment or postponement thereof.

The form of proxy accompanies this notice of Meeting. The audited financial statements, auditors' report and management's discussion and analysis have been delivered to those shareholders who indicated to Doxa that they wished to receive copies of same. Shareholders will have two options to access the Meeting, being via teleconference or through the Zoom application, which requires internet connectivity. Shareholders wishing to vote in person will need to utilize the Zoom application but any shareholder may listen to the Meeting via teleconference. Shareholders participating via teleconference will not be able to vote in person at the Meeting as the Company's scrutineer must take steps to verify the identity of shareholders or proxyholders using the video features.

In order to dial into the Meeting, shareholders will phone 1-778-907-2071 and enter the Meeting ID and Password noted below.

In order to access the Meeting through Zoom, shareholders will need to download the application onto their computer or smartphone and then once the application is loaded, enter the Meeting ID and Password below or open the following link:

<https://us02web.zoom.us/j/87209615390?pwd=c1pJbE1nU3RVb2s1T1pjUGZEBndsdz09>

Shareholders will have the option through the application to join the video and audio or simply view and listen.

Meeting ID: 872 0961 5390

Password: 238577

Your vote is important regardless of the number of Doxa Shares that you own. Doxa Shareholders who are unable to attend the Meeting are asked to sign, date and return the enclosed form of proxy relating to the Doxa Shares held by them in the envelope provided for that purpose.

To be effective, the proxy must be duly completed and signed and then deposited by mail to of Computershare Investor Services (Attention: Proxy Department) at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, in the enclosed self-addressed envelope, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting, or any adjournment thereof. An instrument of proxy may also be voted using a touch-tone telephone at 1-866-732-VOTE (8683). Alternatively, a registered shareholder can complete internet voting by logging on at www.investorvote.com and entering the CONTROL NUMBER located on the address box of the shareholder's instrument of proxy.

DATED at Vancouver, British Columbia, this 19th day of October, 2020

DOXA ENERGY LTD.
By Order of the Board

"John D. Harvison"

John D. Harvison
President and Chief Executive Officer