

NAVY RESOURCES CORP.
Suite 1740 – 1177 West Hastings Street
Vancouver, British Columbia V6E 2K3
Telephone: 604-288-8956

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of Navy Resources Corp. (the “**Company**”) will be held at Suite 1740 – 1177 West Hastings Street, Vancouver, British Columbia, on Thursday, June 1, 2017, at the hour of 10:00 am (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended December 31, 2016, and the accompanying report of the auditors;
2. to set the number of directors of the Company for the ensuing year at four (4) persons;
3. to elect Steve Bajic, Martin Bajic, Robert Meister and Hani Zabaneh as directors of the Company to hold office until the next annual general meeting of the Company, or until such time as their successors are duly elected or appointed in accordance with the Company’s constating documents;
4. to appoint Dale Matheson Carr-Hilton LaBonte LLP, as the auditors of the Company for the fiscal year ending December 31, 2017 and to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending December 31, 2017;
5. to consider and, if thought fit, to approve an ordinary resolution approving the Company’s 10% rolling Stock Option Plan; and
6. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Company’s Board of Directors has fixed April 28, 2017 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and are unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Computershare Investor Services Inc. of 510 Burrard Street, 3rd Floor, Vancouver, BC V6C 3B9 at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and have received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, as of the 1st day of May, 2017.

By Order of the Board of Directors of

NAVY RESOURCES CORP.

“Robert Meister”

Robert Meister
President, Chief Executive Officer and Director