

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the "Meeting") of the shareholders of **Jazz Resources Inc.** (the "Company") will be held on **Friday, March 24, 2017**, at Best Western Hotel, 1755 Davie Street, Vancouver, B.C., Canada, V6G 1W5, at the hour of 11:00 a.m. (Pacific Time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the financial year ended June 30, 2016, together with the auditor's report thereon;
2. To elect directors to hold office until the next Annual General Meeting and set the number of Directors at five (5);
3. To appoint an auditor for the Company for the ensuing financial year and to authorize the directors to fix the remuneration to be paid to the auditor;
4. To consider, and if thought fit, to pass an ordinary resolution to re-approve the Company's stock option plan, as described in the Information Circular accompanying this Notice of Annual General Meeting;
5. To transact such other business as may properly come before the Meeting or any adjournment 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 Annual General Meeting.

The Company's board of directors has fixed **February 15, 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 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., at their offices located on the 9th Floor, 100 University Avenue, Toronto ON M5J 2Y1, or by toll-free fax 1-866-249-7775 or internet by **11:00 AM on Wednesday, March 22, 2017** (Pacific Time), or 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 received this Notice of Annual General 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 security 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, this 18th day of February, 2017.

BY ORDER OF THE BOARD

/s/ Jo Shearer

Jo Shearer

President, Chief Executive Officer and Director