

PINECREST RESOURCES LTD.

**Annual General Meeting
to be held on May 31, 2017**

**Notice of Annual General Meeting
and
Information Circular**

April 26, 2017

PINECREST RESOURCES LTD.

Suite 413, 595 Burrard Street, P.O. Box 49167
Vancouver, BC V7X 1J1

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders of Pinecrest Resources Ltd. (the “**Company**”) will be held at Suite 2600, Oceanic Plaza, 1066 West Hastings Street, Vancouver, British Columbia on Wednesday, May 31, 2017 at 8:30 a.m. At the Meeting, the shareholders will receive the financial statements for the year ended December 31, 2016, together with the auditor’s report thereon, and consider resolutions to:

1. fix the number of directors at seven;
2. elect directors for the ensuing year;
3. appoint PricewaterhouseCoopers LLP, Chartered Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor; and
4. transact such other business as may properly be put before the Meeting.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy. The Board of Directors (the “**Board**”) requests that all shareholders who will not be attending the Meeting in person read, date and sign the accompanying proxy and deliver it to Computershare Investor Services Inc. (“**Computershare**”). If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, by 8:30 a.m. (Vancouver, British Columbia time) on Monday, May 29, 2017 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by proxy. Only shareholders of record at the close of business on April 26, 2017 will be entitled to vote at the Meeting.

An information circular and a form of proxy accompany this notice.

DATED at Vancouver, British Columbia, the 26th day of April, 2017.

ON BEHALF OF THE BOARD

(signed) “*Ryan King*”

Ryan King
President