

GEM INTERNATIONAL RESOURCES INC.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the special meeting (the “**Meeting**”) of shareholders of Gem International Resources Inc. (“**Gem International**” or the “**Corporation**”) will be held at 2500-700 West Georgia Street, Vancouver, BC on the 29th day of May 2018, at the hour of 10:30 AM (Pacific time), for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the year ended September 30, 2017, together with the report of the auditors thereon;
2. To consider, and if thought advisable, to approve a share consolidation of the Company's common shares on the basis of one (1) post-consolidation common share for every ten (10) pre-consolidation common shares, as more particularly described in the Management Information Circular;
3. to consider, and if thought advisable, to approve an ordinary resolution approving a new 10% rolling incentive Stock Option Plan, as more particularly described in the Management Information Circular; and
4. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The accompanying Management Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

Shareholders are entitled to vote at the Meeting either in person or by proxy in accordance with the procedures described in the Management Information Circular accompanying this Notice. Those who are unable to attend the meeting are requested to read, complete, sign and mail the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Management Information Circular accompanying this Notice.

DATED at Toronto, Ontario this 24th day of April, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “John W. Barr”

Interim Chief Executive Officer