

## GEOROX RESOURCES INC.

### Notice of the Annual General and Special Meeting of Shareholders to be held Wednesday, June 21, 2017

The annual general and special meeting of the holders of common shares ("**Common Shares**") of Georox Resources Inc. (the "**Corporation**") will be held at the offices of Burnet, Duckworth & Palmer LLP, Suite 2400, 525 – 8th Avenue S.W., Calgary, Alberta, Canada on Wednesday June 21, 2017 at 9:00 am (Calgary time), to:

1. receive and consider our financial statements for the fiscal year ended December 31, 2016, together with the report of the auditor thereon;
2. fix the number of directors to be elected at the meeting at four (4);
3. elect four (4) directors for the ensuing year;
4. to appoint the auditor for the ensuing year and to authorize the directors to fix its remuneration as such;
5. to consider and, if deemed advisable, to pass an ordinary resolution ratifying the Corporation's stock option plan, all as more particularly described in the accompanying management proxy circular of the Corporation dated May 23, 2017 (the "**Information Circular**");
6. to consider and if deemed advisable, to pass a special resolution authorizing an amendment to the Corporation's articles of incorporation, if and when the board of directors of the Corporation (the "**Board**") shall deem it appropriate to do so, but in any event such authorization shall be valid only until the next annual meeting of the shareholders of the Corporation, to effect a change of the name of the Corporation to such name as the Board may approve; and
7. to transact such other business as may properly come before the meeting or any adjournment or adjournments thereof.

Only shareholders of record at the close of business on May 19, 2017 (the "**Record Date**") are entitled to notice of and to attend the meeting or any adjournment or adjournments thereof and to vote thereat unless after the Record Date a holder of record transfers his or her Common Shares and the transferee, upon producing properly endorsed certificates evidencing such shares or otherwise establishing that he or she owns such shares, requests, not later than ten (10) days before the meeting, that the transferee's name be included in the list of shareholders entitled to vote, in which case such transferee shall be entitled to vote such shares at the meeting.

**Shareholders may vote in person at the meeting or any adjournment or adjournments thereof, or they may appoint another person (who need not be a shareholder) as their proxy to attend and vote in their place. Shareholders unable to be present at the meeting are requested to date and sign the enclosed form of proxy and return it to the Corporation, c/o of Computershare Trust Company of Canada, 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 (Attention: Proxy Department). In order to be valid, proxies must be received by Computershare Trust Company, not less than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the time of the meeting or any adjournment thereof.**

The Information Circular relating to the business to be conducted at the meeting accompanies this notice.

Dated at Calgary, Alberta this 23<sup>rd</sup> day of May, 2017.

By order of the Board of Directors

(Signed) *Daryl S. Fridhandler, Q.C.*  
Chairman