GULF & PACIFIC EQUITIES CORP.
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
OF SHAREHOLDERS
June 12, 2019

TO THE SHAREHOLDERS:
NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the "**Meeting**") of shareholders of Gulf & Pacific Equities Corp. (the "**Corporation**") will be held at the Calgary Marriott Downtown, 110 – 9th Ave. SE, Calgary, Alberta, T2G 5A7, on June 12, 2019 at the hour of 10:00 a.m. (local time) for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2018, and the auditor's report thereon;

2. to determine the number of and to elect the directors of the Corporation for the ensuing year;

3. to appoint the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the auditors' remuneration;

4. to approve the stock option plan of the Corporation; and

5. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Shareholders are referred to the accompanying Management Information Circular for more detailed information with respect to the matters to be considered at the Meeting.

Shareholders who do not expect to attend the Meeting in person are requested to date and sign the enclosed form of proxy and return it in the envelope provided. All proxies to be used at the Meeting must be received by Computershare Trust Company of Canada, the registrar and transfer agent for the Corporation, Attn: Proxy Department, 100 University Ave, Toronto, ON, M5J 2Y1 or the President of the Corporation at 1240 Bay Street, Suite 800, Toronto, Ontario, M5R 2A7 at least 48 hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any adjournment thereof.

Holders of common shares of the Corporation of record at the close of business on April 18, 2019 are entitled to notice of the Meeting and to vote thereat or at any adjournment(s) thereof. The transfer books will not be closed.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Anthony J. Cohen*"

Anthony J. Cohen, President

Toronto, Ontario
April 24, 2019