

GEN III OIL CORPORATION
910 – 1050 West Pender Street
Vancouver, British Columbia V6E 3S7

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting of the shareholders (the "**Meeting**") of Gen III Oil Corporation (the "**Company**") will be held at the offices of the Company, 910 – 1050 West Pender Street, Vancouver, British Columbia V6E 3S7 on December 6, 2017, at 10:00 a.m. (Vancouver Time) for the following purposes:

1. to receive and consider the audited financial statements of the Company as at and for the years ended December 31, 2016 and 2015, together with the report of the auditors thereon;
2. to set the number of directors of the Company at five;
3. to elect the directors of the Company for the ensuing year;
4. to appoint the auditors of the Company and to authorize the directors of the Company to fix their remuneration;
5. to consider and, if thought advisable, to pass, with or without modification, an ordinary resolution for the approval, adoption and ratification of the stock option plan of the Company;
6. to consider and, if thought advisable, to pass, with or without modification, an ordinary resolution for the approval, adoption and ratification of the shareholder rights plan of the Company;
7. to consider and, if thought advisable, to pass, with or without modification, a special resolution for the approval of the continuance of the Company from the Province of British Columbia to the Province of Alberta; and
8. 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 additional information relating to the matters to be dealt with at the Meeting.

SHAREHOLDERS WHO ARE UNABLE TO ATTEND THE MEETING IN PERSON ARE REQUESTED TO COMPLETE, DATE AND SIGN THE ENCLOSED FORM OF PROXY, AND TO RETURN IT IN THE ENVELOPE PROVIDED FOR THAT PURPOSE.

The board of directors of the Company has by resolution fixed the close of business on November 1, 2017 as the record date, being the date for the determination of the registered holders of common shares entitled to notice of and to vote at the Meeting or any adjournment thereof.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the Company's transfer agent and registrar, Computershare Investor Services Inc., 3rd Floor, 510 Burrard Street Vancouver, B.C. V6C 3B9, or by fax at (604) 661-9401 not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time for holding the Meeting or an adjournment thereof at which the proxy is to be used, prior to the

time of voting. Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

DATED at Vancouver, British Columbia, as of the 1st day of November, 2017.

BY ORDER OF THE BOARD

Signed: "Greg Clarkes"

Greg Clarkes
Chairman of the Board and
Chief Executive Officer