

**WABI EXPLORATION INC.**  
105 Airdrie Road  
Toronto, Ontario  
M4G 1M4

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual and special meeting of shareholders of Wabi Exploration Inc. (the "Company") will be held at 130 Adelaide Street West, Suite 1010, Toronto, Ontario M5H 3P5 on Wednesday, May 18, 2011 at 10:00 a.m. (Eastern Time) for the purpose of:

- (a) receiving the Company's financial statements for the year ended April 30, 2010 and the report of the auditor thereon;
- (b) electing directors;
- (c) appointing the auditor and authorizing the directors to fix the auditor's remuneration;
- (d) considering and, if deemed, advisable, approving, with or without variation, a special resolution to approve the amendment of the articles of incorporation of the Company to allow for the elimination of all shareholdings of less than 100 common shares of the Company, as more particularly described in and subject to the restrictions described in the accompanying management information circular; and
- (e) transacting such further and other business as may properly come before the meeting or any adjournment thereof.

The full text of the special resolution referred to in item (d) above is attached to this notice as Exhibit A.

A shareholder wishing to be represented by proxy at the meeting or any adjournment thereof must deposit his or her duly executed form of proxy with the Company's transfer agent and registrar Capital Transfer Agency Inc., 105 Adelaide Street West, Suite 1101, Toronto, Ontario M5H 1P9 not later than 10:00 a.m. (Eastern time) on May 16, 2011, or if the meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

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

**DATED** this 15<sup>th</sup> day of April, 2011.

**BY ORDER OF THE BOARD**

"James Brady" (signed)  
James Brady, President

**EXHIBIT "A"**

**SPECIAL RESOLUTION OF THE SHAREHOLDERS**

**OF**

**WABI EXPLORATION INC.**

**(the "Company")**

**AMENDMENT TO ARTICLES OF INCORPORATION**

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the articles of the Company be amended effective Tuesday, May 31, 2011 (or such other date as the board of directors in its sole discretion may determine) to consolidate the issued and outstanding common shares of the Company by changing each of the issued and outstanding common shares into 1/100th of a common share; provided, however, that holders of less than one common share on the date that the articles of amendment filed to give effect to such consolidation become effective shall not be entitled to receive a fractional common share following the consolidation;
2. any certificates representing less than 100 common shares prior to the date that the articles of amendment filed to give effect to such consolidation become effective which have not been surrendered, with all other required documentation, on or prior to the second anniversary of such date, will cease to represent a claim or interest of any kind or nature against the Company or the Company's registrar and transfer agent, Capital Transfer Agency Inc.;
3. the articles of the Company be amended effective Wednesday, June 1, 2011 (or such other date as the board of directors in its sole discretion may determine) at 12:01 a.m. to subdivide the common shares of the Company by changing each of the issued and outstanding common shares into 100 common shares;
4. any director or officer of the Company be and he or she is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts and things as he or she may determine to be necessary or advisable to give effect to this resolution, including, without limitation, the delivery of articles of amendment in the prescribed form to the Director appointed under the *Business Corporations Act* (Ontario), the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination; and
5. the board of directors is authorized to revoke this resolution in its sole discretion without further approval of the shareholders at any time prior to the endorsement by the Director appointed under the *Business Corporations Act* (Ontario) of a certificate of amendment of articles in respect of the share consolidation referred to in paragraph 1 of this resolution.