

WABI EXPLORATION INC.

365 Bay Street, Suite 400
Toronto, Ontario M5H 2V1

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 365 Bay Street, Suite 400, Toronto, Ontario M5H 2V1 on Monday, November 17, 2014 at 9:30 a.m. (Eastern Time) for the purpose of:

- (a) receiving the Company’s financial statements for the year ended April 30, 2014 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 amalgamation of the Company to allow for the elimination of all shareholdings of less than 500 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.

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., 121 Richmond Street West, Suite 401, Toronto, Ontario M5H 2K1 as soon as possible, 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.

NOTICE-AND-ACCESS

Notice is also hereby given that the Company has decided to use the notice-and-access method of delivery of meeting materials for the Meeting. The notice-and-access method of delivery of meeting materials allows the Company to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under the notice-and-access system, shareholders still receive a proxy or voting instruction form (as applicable) enabling them to vote at the Meeting. However, instead of a paper copy of the Circular, the annual financial statements and related management’s discussion and analysis and other meeting materials (collectively the “**Meeting Materials**”), shareholders receive a notification (the “**Notice-and-Access Notification**”) with information on how they may

access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing materials to shareholders. **Shareholders are reminded to view the Meeting Materials prior to voting.**

Websites Where Meeting Materials Are Posted:

Meeting Materials can be viewed online under the Company's profile at www.sedar.com or on the Company's website at www.hornbybay.com.

How to Obtain Paper Copies of the Meeting Materials

Registered holders or non-registered holders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the Company's website. In order to receive a paper copy of the Meeting Materials or if you have questions concerning Notice-and-Access, please call the Company's transfer agent toll free at 1-866-393-4891. **Requests should be received by 10:00 a.m. on September 5, 2013 in order to receive the Meeting Materials in advance of the Meeting.**

RIGHT OF DISSENT

Registered shareholders affected by the Elimination of Non-Board Lot Shareholders Resolution have the right to dissent with respect to the Elimination of Non-Board Lot Shareholders Resolution and, if the Elimination of Non-Board Lot Shareholders Resolution becomes effective, to be paid the fair value of their Common Shares in accordance with the provisions of Section 185 of the *Business Corporations Act* (Ontario) ("**OBCA**"). A dissenting shareholder must send to the Company a written objection to the Elimination of Non-Board Lot Shareholders Resolution, which written objection must be received by the Company or the Chairman of the Meeting at or before the Meeting. A Shareholder's right to dissent is more particularly described in the accompanying Circular and the text of Section 185 of the OBCA is set forth as **Schedule "C"** to the Circular. **Failure to strictly comply with the requirements set forth in Section 185 of the OBCA may result in the loss of any right of dissent. Only registered shareholders of the Company are entitled to dissent.**

DATED this 3rd day of October, 2014.

BY ORDER OF THE BOARD

"James Brady" (signed)

James Brady, President

EXHIBIT "A"

**SPECIAL RESOLUTION OF THE SHAREHOLDERS OF
HORNBY BAY MINERAL EXPLORATION LTD.
(the "Company")**

AMENDMENT TO ARTICLES OF AMALGAMATION

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the articles of the Company be amended effective Sunday, November 30, 2014 (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 1/500th 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 500 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 Monday, December 1, 2014 (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.