



NOTICE OF THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

The Annual and Special Meeting of Shareholders of Majescor Resources Inc. (the "**Corporation**") will be held at the offices of Fasken Martineau Dumoulin at 55 Metcalfe Street, Suite 1300, Ottawa, Ontario, on October 17th, 2013 at 11:00 a.m. (Ottawa time), for the following purposes:

1. to present to shareholders the financial statements of the Corporation for the year ended February 28, 2013, as well as the auditors' report;
2. to elect the directors of the Corporation;
3. to appoint the auditors of the Corporation and to authorize the Board of Directors to establish the auditors' remuneration;
4. to approve the stock option plan;
5. to approve of its common shares at a rate of one(1) new common share for each tranche of ten (10) outstanding common shares; and
6. to transact such other business that may properly come before the meeting.

Ottawa, August 19, 2013

By order of the Board of Directors

(s) Marc-André Bernier

President and Interim Chief Executive Officer

Since it is desirable that as many shares as possible be represented and voted at the meeting, a shareholder, who is unable to attend the meeting in person, is urged to complete and return the enclosed form of proxy following the instructions therein.