



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 office of the Corporation at 5460 Canotek Road, Suite 99, Ottawa, Ontario, on December 21, 2015 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, 2015, 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; and
5. to transact such other business that may properly come before the meeting.

Only persons registered as shareholders on the records of the Corporation as of the close of business on November 9th, 2015 are entitled to receive notice of, and to vote or act at, the Meeting. No person who becomes a shareholder after the Record Date will be entitled to vote or act at the Meeting or any adjournment thereof.

If you are unable to attend the Meeting in person, please date, complete and sign the enclosed form of proxy and deliver it to Computershare Investor Services Inc. (i) by mail or hand delivery to Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or (ii) by facsimile to 416-263-9524 or 1-866-249-7775. A shareholder may also vote using the Internet at www.investorvote.com or by telephone at 1-866-732-8683. In order to be valid and acted upon at the Meeting, the form of proxy must be received no later than 5:00 p.m. (eastern time) on December 17th, 2015 or be deposited with the Secretary of the Corporation before the commencement of the Meeting or any adjournment thereof.

DATED at Ottawa, Ontario
November 2nd, 2015

By order of the Board of Directors

(s) C. Tucker Barrie
President and interim Chief Executive Officer