

## SEAWAY ENERGY SERVICES INC.

### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF COMMON SHAREHOLDERS

TAKE NOTICE that the annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) in the capital of Seaway Energy Services Inc. (the “**Company**”) will be held at the offices of Davis LLP at Suite 1000, 250 - 2<sup>nd</sup> Street S.W., Calgary, Alberta T2P 0C1 on Thursday, February 2, 2012 at 10:00 a.m. (Calgary time) for the following purposes:

1. to receive and consider the audited financial statements of the Company for the financial year ended September 30, 2010 and the report of the auditor thereon;
2. to fix the number of directors to be elected at the Meeting at four (4);
3. to elect Jerry J. Budziak, David A. Burroughs, Michael Windle and Elias Foscolos as the directors of the Company for the ensuing year;
4. to appoint Buchanan Barry LLP, Chartered Accountants, as the auditors of Company for the ensuing year and to authorize the directors of the Company determine the remuneration to be paid to the auditors;
5. to consider, and if thought fit, approve the ordinary resolution, as more particularly set forth in the accompanying Management Information Circular prepared for the purpose of the Meeting, relating to the approval of the stock option plan of the Company;
6. to consider and, if thought fit, pass, with or without variation, a special resolution (the “**Pre-Redemption Amendment Resolution**”) authorizing an amendment to the Company’s articles of amalgamation (the “**Articles**”) to add a redemption provision to the Common Shares to provide the Company the right to redeem, without prior notice, at any time prior to March 1, 2012 or such later date as the board of directors may determine or ratify, all of its Common Shares held by the Minority Shareholders (as defined in the Circular) at a redemption price of Cdn.\$0.040 per Common Share, all as more particularly described in the accompanying management information circular (the “**Circular**”) of the Company dated January 6, 2012; and
7. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

In addition, the Pre-Redemption Amendment Resolution requires the majority approval of the Shareholders (after excluding the Common Shares beneficially owned or over which control or direction is exercised by such person whose votes may not be included in determining minority approval pursuant to Multilateral Instrument 61-101 *Protection of Minority Securityholders in Special Transactions*). Additional information relating to the Pre-Redemption Amendment Resolution and the proposed Going Private Transaction to which the approval of the Pre-Redemption Amendment Resolution is a pre-requisite is set forth in the Circular. A copy of the text of the Pre-Redemption Amendment Resolution is set out in **Schedule “A”** of the Circular.

The board of directors of the Company (the “**Board**”) has by resolution fixed the close of business on December 28, 2011 as the record date for the determination of those Shareholders (the “**Registered Shareholders**”) entitled to notice of and to vote at the Meeting, and any adjournment or postponement thereof.

Under Section 191 of the *Business Corporations Act* (Alberta) (the “**ABCA**”), a Shareholder may dissent in the manner described in **Schedule “C”** and **Schedule “D”** in the accompanying Circular in respect of the Pre-Redemption Amendment. If the Pre-Redemption Amendment becomes effective, dissenting Shareholders who comply with procedures set forth in Section 191 of the ABCA will be entitled to be paid the fair value (as determined

by an applicable court) for their Common Shares. Each Registered Shareholder who intends to exercise rights of dissent should carefully consider and comply with Section 191 of the ABCA, and should in advance of the Meeting, consult a legal advisor. **Failure to strictly comply with the requirements set forth in Section 191 of the ABCA may result in the loss or unavailability of any right of dissent. Persons who are beneficial owners of Common Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only the Registered Shareholders are entitled to dissent. Accordingly, if you are such a beneficial owner of Common Shares desiring to exercise your right of dissent, you must make arrangements for the Common Shares beneficially owned by you to be registered in your name prior to the time that the written objection to the Pre-Redemption Amendment is required to be received by the Company or, alternatively, make arrangements for the Registered Shareholder of your Common Shares to dissent on your behalf.**

It is desirable that as many Common Shares as possible be represented at the Meeting. If you do not expect to attend the Meeting and would like your shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. All proxies, to be valid, must be received by Equity Financial Trust Company, 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1, at least forty-eight (48) hours, excluding Saturdays, Sundays and holidays, before the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy. Shareholders who are not Registered Shareholders but plan to attend the Meeting must follow the instructions set forth in the voting instruction form or proxy form sent to them. If you hold your Common Shares in a brokerage account you are not a Registered Shareholder.

**Dated:** January 6, 2012.

**BY ORDER OF THE BOARD**

*(signed) "Jerry J. Budziak"*

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**Jerry J. Budziak**  
**President and Chief Executive Officer**