

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 - 2nd Street S.W., Calgary, Alberta T2P 0C1 on Thursday, February 28, 2013 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, 2012, 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 to 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 “**Dissolution Resolution**”), the full text of which is set form in Schedule “A” to the accompanying Circular, approving the voluntary liquidation and dissolution of the Company pursuant to section 212 of the *Business Corporations Act*, and the distribution of its remaining cash assets to its Shareholders, after satisfaction of all contingencies and liabilities of the Company, by way of a reduction of the stated capital of the Common Shares; and
7. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

In addition, the Dissolution 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 Security Holders in Special Transactions*). Additional information relating to the Dissolution Resolution and the proposed Dissolution to which the approval of the Dissolution Resolution is a pre-requisite is set forth in the Circular.

The board of directors of the Company (the “**Board**”) has by resolution fixed the close of business on January 29, 2013 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.

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 29, 2013.

BY ORDER OF THE BOARD

(signed) "*Jerry J. Budziak*"

Jerry J. Budziak
President and Chief Executive Officer