



NOTICE OF ANNUAL AND SPECIAL MEETING

TO: All holders of common shares of **Seaway Energy Services Inc.** (“Seaway”)

We will hold an annual and special meeting of our shareholders on **Wednesday, May 28, 2014**, at Seaway’s registered office at **Suite 1000, 250 - 2nd Street SW, Calgary, Alberta** – in the **Rocky Mountain Room**. The meeting will start at **11:00 a.m. (Mountain time)**. We cordially invite you to attend and encourage you to do so.

Any shareholder entitled to attend the annual and special meeting of shareholders may participate in the meeting by electronic means by attending in person at **10:00 a.m. (Pacific time) at Suite 1810, 1111 West Georgia Street, Vancouver, British Columbia**, where telephone conference will be available.

At the meeting we will:

1. receive the audited annual financial statements of Seaway for the financial year ended September 30, 2013, and the report of our auditor on those statements, as well as the unaudited interim financial report for the interim period ended December 31, 2013;
2. set the number of directors and elect directors;
3. re-appoint the incumbent auditor, Buchanan Barry LLP, Chartered Accountants, for the ensuing year and authorize the directors of Seaway to determine the auditor’s remuneration;
4. consider and, if thought fit, pass, with or without variation, a special resolution under Section 189 of the *Business Corporation Act* (Alberta) to continue Seaway from the Province of Alberta to the Province of British Columbia and, in the process, adopt new Articles and alter Seaway’s authorized share structure to provide for the issuance of an unlimited number of Preferred shares without par value with special rights or restrictions attached, all as more particularly described in the accompanying Management Information Circular, which includes the full text of the special resolution, at Part 3 – The Business of the Meeting – Continuance from Alberta to British Columbia;
5. seek approval, as required annually by the policies of the TSX Venture Exchange, of our 2011 Stock Option Plan, all as more particularly described in the accompanying Management Information Circular at Part 3 – The Business of the Meeting – Annual Approval of Stock Option Plan; and
6. consider any other proper business.

Take notice that, pursuant to section 191 of the *Business Corporations Act* (Alberta), each holder of Seaway common shares has the right to dissent with respect to continuance of Seaway from the Province of Alberta to the Province of British Columbia and to be paid by Seaway the fair value of the common shares in respect of which such shareholder dissents, subject to certain conditions. The right of dissent is described in the Management Information Circular that accompanies this Notice. Failure to strictly comply with the requirements of the *Business Corporations Act* (Alberta) with respect to dissent may result in the loss of any right of dissent.

An Information Circular prepared by our management, together with a form of proxy, accompany this Notice of Annual and Special Meeting and should be read in conjunction with this Notice.

DATED at Vancouver, British Columbia, as of April 23, 2014.

BY ORDER OF THE BOARD

(signed) "*Kyle Stevenson*"

Kyle Stevenson
Director, President and Chief Executive Officer

If you cannot attend, we encourage you to complete and return the enclosed form of proxy indicating your voting instructions. Please complete, date and sign your form of proxy and return it by mail or fax to our transfer agent, Equity Financial Trust Company, 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1; facsimile number: (416) 595-9593; or vote through the Internet following the instructions for Internet Voting included in the form of proxy. To be valid, a completed form of proxy must be received by our transfer agent by no later than 11:00 a.m. (Mountain time) – 1:00 p.m. Central time – on Monday, May 26, 2014; or, if the meeting is adjourned, by no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the adjourned meeting.

If you are not a registered shareholder, please refer to the accompanying Information Circular for information on how to vote your shares.