



**NOTICE OF THE ANNUAL AND
SPECIAL MEETING OF SHAREHOLDERS**

The Annual and Special Meeting of Shareholders of Diamond Frank Exploration Inc. (the “Corporation”) will be held at 1000 de la Gauchetière Street West, 37th Floor, Montréal, Québec, on March 28, 2013, at 10:30 a.m. (Montréal time), for the following purposes:

1. to present to shareholders the financial statements of the Corporation for the year ended September 30, 2012, 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 fix the auditors' remuneration;
4. to approve By-Law 2013-1 “Advance Notice Requirement for the Election of Directors”;
5. to adopt a Shareholders Rights Plan;
6. to approve an amendment to the articles to change the name of the Corporation to “AXE EXPLORATION INC.”; and
7. to transact such other business that may properly come before the meeting.

Laval, Québec, February 25, 2013

By order of the Board of Directors

(s) David Mc Donald

David Mc Donald, President and CEO

Since it is desirable that as many shares as possible be represented at the meeting and that the shareholder votes on the meeting agenda represent the proportional number of shares owned, we urge any shareholder who is unable to attend the meeting in person, to complete and return the enclosed proxy form.

Environmentally sensitive, the Corporation suggest that you use the replying services by Internet or phone, as indicated at the back of the voting instructions form.