

GRAVIS ENERGY CORP.

#628 - 470 Granville Street
Vancouver, BC
V6C 1V5

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of **Gravis Energy Corp.** (the "**Company**") will be held at Suite 1620, 1185 West Georgia Street, Vancouver, BC, on Monday, October 17, 2011 at 10:00 a.m., Vancouver time. At the Meeting, the shareholders will receive the financial statements for the year ended March 31, 2011, together with the auditor's report thereon, and consider resolutions to:

1. fix the number of directors of the Company at three;
2. elect directors for the ensuing year;
3. appoint Saturna Group Chartered Accountants LLP, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor;
4. to consider and, if thought fit to pass a special resolution authorizing a consolidation of the Company's issued and outstanding common share capital on the basis of up to a maximum of every five pre-consolidated common shares of the Company into one post-consolidation common share of the Company, all of which is more particularly described in the attached Information Circular;
5. transact such other business as may properly come before the meeting and any adjournment or adjournments thereof.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy. The Board of Directors requests all shareholders who will not be attending the Meeting in person to read, date and sign the accompanying Form of Proxy and deliver it to Computershare Investor Services Inc. ("**Computershare**"). If a shareholder does not deliver a completed proxy to Computershare, Attention: Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by fax at 1-866-249-7775, by 10:00 a.m. (Vancouver, British Columbia time) on Thursday, October 13, 2011 (or 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by proxy. Only shareholders of record at the close of business on September 12, 2011 will be entitled to vote at the Meeting.

An Information Circular and Form of Proxy accompany this notice.

DATED at Vancouver, British Columbia, this 12th day of September, 2011.

**ON BEHALF OF THE BOARD OF
GRAVIS ENERGY CORP.**

"Ruben S. Verzosa"

Ruben S. Verzosa

President