

MINUTES OF THE ANNUAL GENERAL MEETING  
OF THE SHAREHOLDERS OF  
**GRAVIS ENERGY CORP.**  
(the "Company")

Held at Suite 950 -1130 West Pender St,  
Vancouver, British Columbia  
on the 13<sup>th</sup> day of December, 2016  
at the hour of 11:00 a.m., local time

The meeting was called to order by Nizar Bharmal, Chief Financial Officer of the Company, who acted as Chairman of the meeting.

**APPOINTMENT OF SECRETARY AND SCRUTINEER**

The Chairman appointed Elly Kim, to act as Secretary to the meeting and Jessica Kadatz of Computershare Investor Services Inc., to act as Scrutineer of the meeting.

**NOTICE OF MEETING**

The Chairman advised the meeting that he had the declaration of Computershare Investor Services Inc., transfer agent for the Company, attesting to the due mailing on December 14, 2015 of the Notice of Meeting, Information Circular and Proxy. The Chairman asked that the Secretary table the declaration of mailing and append it to the minutes of the meeting.

**QUORUM AND SCRUTINEER'S REPORT**

The Chairman advised the meeting that a quorum for the transaction of business at a meeting of shareholders is two persons present in person.

The Scrutineer's Report indicated that there was   0   shareholder present in person representing   0   common shares,   20   shareholders represented by proxy representing   13,205,724   common shares, for a total of   20   shareholders representing   13,205,724   common shares represented at the meeting, representing   30.47   % of the issued share capital. The Chairman declared that a quorum was present and that the meeting was regularly called and properly constituted for the transaction of business.

**LAST ANNUAL AND EXTRAORDINARY MEETING**

The Chairman advised that the minutes of the last annual general meeting of the Company held on December 13, 2016 were filed in the minute book and available for inspection. **UPON MOTION duly made, seconded and unanimously passed, IT WAS RESOLVED** that the minutes be taken as read, approved and adopted as tabled.

**PRESENTATION OF FINANCIAL STATEMENTS**

The audited financial statements of the Company for the period ended March 31, 2016 were presented at the Meeting. The Chairman confirmed that the audited financial statements for the fiscal year ended March 31, 2016 were mailed to all shareholders who requested them.

There being no questions on the audited financial statements, the Chairman declared that the audited financial statements for the period ended March 31, 2016 were received.

**DIRECTORS' REPORT**

The Chairman advised that the Directors' Report to the shareholders would be presented after the conclusion of the meeting.

**NUMBER OF DIRECTORS**

**UPON MOTION** duly made, seconded and unanimously passed, **IT WAS RESOLVED** that the number of directors for the ensuing year be fixed at three.

**ELECTION OF DIRECTORS**

**UPON MOTION** duly made, seconded and unanimously passed, **IT WAS RESOLVED** that Collin Kim, Nizar Bharmal and Julie Hajduk be elected as directors of the Company to hold office until the next annual meeting.

**APPOINTMENT OF AUDITORS**

**UPON MOTION** duly made, seconded and unanimously passed, **IT WAS RESOLVED** that Saturna Group Chartered Accountants, LLP be appointed as auditor of the Company to hold office for the fiscal year ended March 31, 2017 and that the directors of the Company be authorized to fix the auditors' remuneration.

**OTHER BUSINESS**

The Chairman advised that the regular business of the meeting had been concluded and asked if there was any other legal matter which may properly come before the meeting and which did not require notice. No other matters were raised by the shareholders present.

**TERMINATION**

There being no further business to conduct at the Meeting **UPON MOTION** duly made and unanimously passed, **IT WAS RESOLVED** that the Meeting be terminated.




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**NIZAR BHARMAL,**  
*Chairman*




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**ELLY KIM,**  
*Secretary*