

ICON EXPLORATION INC.

NOTICE OF ANNUAL GENERAL & SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General & Special Meeting (the “**Meeting**”) of the shareholders of Icon Exploration Inc. (the “**Company**”) will be held at the offices of K MacInnes Law Group located at 1100 - 736 Granville Street, Vancouver, British Columbia on Tuesday, December 16, 2014, at 10:00 a.m. (Vancouver time), for the following purposes:

1. to receive the financial statements of the Company for the fiscal year ended December 31, 2013, together with the auditor’s report thereon and the report of the directors of the Company;
2. to approve and ratify the actions, deeds, and conduct of the directors on behalf of the Company since the date of the last Annual General Meeting;
3. to re-appoint DeVisser Gray LLP, Chartered Accountants, of Vancouver, British Columbia, as the Company’s auditor and to authorize the directors to fix their remuneration;
4. to set the number of directors at four (4);
5. to elect directors for the ensuing year;
6. to re-approve the Company’s 2013 Stock Option Plan;
7. to approve, by special resolution, that subject to the acceptance by the TSX Venture Exchange:
 - (a) the directors of the Company be authorized to effect the consolidation (the “**Share Consolidation**”) of all of the issued and outstanding common shares (“**Common Shares**”) without par value in the capital of the Company (or such other number of fully paid and issued Common Shares that are outstanding on the effective date of the Share Consolidation) on the basis of up to ten (10) old Common Shares for one (1) new Common Share (10:1);
 - (b) the directors of the Company be and are hereby authorized to fix the ratio of the pre-consolidation to post-consolidation Common Shares to be used in the Share Consolidation (the “**Final Consolidation Ratio**”), but the maximum Final Consolidation Ratio will not exceed ten to one (10:1);
 - (c) any fractional Common Shares arising from the Share Consolidation be rounded down or up to the nearest whole Common Share, with 0.5 of a Common Share being rounded up;
 - (d) any one officer or director of the Company is hereby authorized and directed for and on behalf of the Company to execute, deliver and file or cause to be executed, delivered and filed, all such documents and instruments as are necessary or desirable to give effect to the Share Consolidation and to perform or cause to be performed all such other acts and things as in such person’s opinion may be necessary or desirable to give full effect to the foregoing resolution and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or doing of any such act or thing;
 - (e) the directors of the Company, in their sole and complete discretion, may act upon this resolution to effect the Share Consolidation, or, if deemed appropriate and without any further approval from the shareholders of the Company, may choose not to act upon this resolution notwithstanding shareholder approval of the Share Consolidation and are

authorized to revoke this resolution in their sole discretion at any time prior to effecting the Share Consolidation; and

- (f) any one officer or director of the Company is authorized to cancel (or cause to be cancelled) any certificates evidencing the existing Common Shares and to issue (or cause to be issued) certificates representing the new Common Shares to the holders thereof;

8. to transact any other business which may properly come before the Meeting.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Board of Directors of the Company has fixed November 10, 2014 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 10th day of November, 2014.

BY ORDER OF THE BOARD

"Rob Fia"

Rob Fia
CEO & Director