

**ICON EXPLORATION INC.**  
55 University Ave., Suite M002  
Toronto, ON M5J 2H7

**NOTICE OF ANNUAL GENERAL & SPECIAL MEETING  
TO BE HELD ON JUNE 30, 2016**

**TO THE SHAREHOLDERS**

**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 55 University Avenue, Suite M002, Toronto, ON M5J 2H7 on Thursday, June 30, 2016, at 10:00 a.m. (Toronto time), for the following purposes:

1. to receive the financial statements of the Company for the fiscal years ended December 31, 2014 and 2015, together with the auditors’ reports thereon and the corresponding reports of the directors of the Company;
2. to re-appoint MNP LLP, Chartered Accountants, of Toronto, Ontario, as the Company’s auditor and to authorize the directors to fix their remuneration;
3. to set the number of directors at three (3);
4. to elect directors for the ensuing year;
5. to re-approve the Company’s Stock Option Plan;
6. to approve the following special resolution:

“**BE IT RESOLVED**, as a special resolution, that:

- (a) the existing Articles of the Company be deleted in their entirety and the form of Articles presented at the Meeting be adopted as the Articles of the Company;
  - (b) the alterations made to the Company’s Articles shall take effect upon the deposit of this resolution at the Company’s records office; and
  - (c) any 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 this resolution 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.”; and
7. 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 May 26, 2016 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., 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia or Ontario) 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 Toronto, Ontario, this 26<sup>th</sup> day of May, 2016.

**BY ORDER OF THE BOARD**

*“Rob Fia”*  
CEO and Director