

SCORPION RESOURCES INC.

**Suite 608, 1199 West Pender Street
Vancouver, British Columbia, V6E 2R1
Telephone No. (604) 687-0300 - Fax No. (604) 687-0151**

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Take notice that the Annual General Meeting (the “**Meeting**”) of shareholders of **SCORPION RESOURCES INC.** (the “**Company**”) will be held at Suite 608 - 1199 West Pender Street, Vancouver, British Columbia, on September 12, 2014 at 10:00 a.m., local time, for the following purposes:

To receive and consider the financial statements of the Company for its fiscal year ended March 31, 2014, together with the auditor’s report and related management’s discussion and analysis;

To determine the number of directors at four;

To elect directors of the Company for the ensuing year;

To appoint an auditor of the Company and to authorize the directors to fix their remuneration for the ensuing year;

To ratify and approve the adoption of the Company’s 10% Rolling Share Option Plan;

To consider, and if thought appropriate, to approve, with or without variation, an ordinary resolution of disinterested shareholders authorizing the cancellation of certain “seed shares” of the Company, in the event the Qualifying Transaction is not completed by September 8, 2014 (or such later delisting date as may be approved by the TSX Venture Exchange (the “**TSXV**” or the “**Exchange**”), as more fully described in the information circular (the “**Information Circular**”);

To consider, and if thought appropriate, to approve with or without variation, an ordinary resolution of disinterested shareholders authorizing the transfer of the listing of the common shares of the Company to the NEX trading board of the TSXV in the event the proposed Qualifying Transaction is not completed by September 8, 2014 (or such later delisting date as may be approved by the TSXV), as more fully described in the Information Circular; and

To transact such other business as may properly come before the Meeting and any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered 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 August 8, 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.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

Dated at Vancouver, British Columbia, effective August 8, 2014.

BY ORDER OF THE BOARD

“John Eckersley”

**John Eckersley
President and Chief Executive Officer**