

**GONDWANA OIL CORP.**  
131 Bloor St West, Suite 718,  
Toronto, Ontario M5S 1S3

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting of shareholders of Gondwana Oil Corp. (the "Company") will be held at the offices of the Company at 131 Bloor St West, Suite 718, Toronto, Ontario M5S 1S3, on Thursday, September 11, 2014, at 10:00 a.m. (Toronto time) for the purpose of:

- (a) receiving the Company's financial statements for the year ended December 31, 2013, and the report of the auditors thereon;
- (b) electing directors;
- (c) appointing auditors and authorizing the directors to fix their remuneration;
- (d) change the name of the Company
- (e) transacting such further and other business as may be properly brought before the meeting or any adjournment thereof.

A shareholder wishing to be represented by proxy at the meeting or any adjournment thereof must deposit his duly executed form of proxy with the Company's transfer agent and registrar, TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1 not later than 10:00 a.m. (Toronto time) on September 9, 2014 or, if the meeting is adjourned, not later than 48 hours, excluding Saturdays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the meeting.

**DATED** this 4th day of August, 2014

**BY ORDER OF THE BOARD**

*(Signed)*

Vicki Rosenthal  
Chief Executive Officer