

**GEOMEGA RESOURCES INC.
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN THAT the annual meeting of the shareholders of Geomega Resources Inc. (the “Corporation”) will be held at 1 Place Ville Marie, 40th floor, Montreal, Quebec, on November 29, 2016 at 10 a. m. (the “Meeting”), for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended May 31, 2016 and the auditors' report thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint the auditors of the Corporation for the ensuing year, and authorize the directors to fix their remuneration;
4. to ratify and approve the Corporation's stock option plan; and
5. to transact such other business as may properly be brought before the Meeting and at any adjournment thereof.

Notice-and-Access

The Corporation has elected to use “notice-and-access” rules (“**Notice-and-Access**”) under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) for distribution of Proxy-Related Materials (as defined below) to shareholders who do not hold shares of the Corporation in their own names (referred to herein as “**Beneficial Shareholders**”). Notice-and-Access is a recent set of rules that allows issuers to post electronic versions of proxy-related materials on SEDAR and on one additional website, rather than mailing paper copies. “**Proxy-Related Materials**” refers to this Management Proxy Circular dated October 26, 2016 (the “**Circular**”), the Notice of Meeting, and a voting instruction form.

The use of the Notice-and-Access is more environmentally friendly as it will help reduce paper use. It will also reduce the Corporation's printing and mailing costs. Beneficial Shareholders may obtain further information about Notice-and-Access by contacting: (i) **for Beneficial Shareholders with a 15-digit Control Number**: Computershare Investor Services Inc. toll free at 1-866-964-0492; or (ii) **for Beneficial Shareholders with a 16-digit Control Number**: Broadridge Financial Solutions Inc. toll free at 1-855-887-2244.

The Corporation is not using Notice-and-Access for delivery to shareholders that hold their shares directly in their respective names (referred to herein as “**Registered Shareholders**”). Registered Shareholders will receive paper copies of this Circular and related materials via prepaid mail.

Websites Where Proxy-Related Materials are Posted

The Proxy-Related Materials are available on the Corporation's website at www.geomega.ca and under the Corporation's profile on SEDAR at www.sedar.com.

Notice Package

Although the Proxy-Related Materials have been posted on-line as noted above, Beneficial Shareholders will receive paper copies of a notice package (“**Notice Package**”) via prepaid mail, including this Notice of Annual Meeting, containing information prescribed by NI 54-101 such as: the date, time and location of the Meeting, the website addresses where the Proxy-Related Materials are

posted, a voting instruction form, and supplemental mail list return card for Beneficial Shareholders to request they be included in the Corporation's supplementary mailing list for receipt of the Corporation's interim financial statements for the 2016 fiscal year.

How to Obtain Paper copies of Proxy-Related Materials

Beneficial Shareholders may obtain paper copies of Circular free of charge by contacting: (i) **for Beneficial Shareholders with a 15-digit Control Number**: Computershare Investor Services Inc. toll free at 1-866-962-0498 (within North America) or 514-982-8716 (outside North America); or (ii) **for Beneficial Shareholders with a 16- digit Control Number**: Broadridge Financial Solutions Inc. toll free at 1-877-907-7643. Any request for paper copies which are required in advance of the Meeting should be sent so that the request is received by the Corporation by 5 p.m. (eastern time) November 9, 2016 in order to allow sufficient time for Beneficial Shareholders to receive their paper copies and to return their voting instruction form by its due date.

The management proxy circular and the form of proxy prepared in respect of the Meeting accompany this notice. The enclosed management proxy circular contains supplementary information on matters to be discussed at the Meeting and is hereby deemed to be an integral part of this notice.

Boucherville, Québec, October 26, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

(s) Patrick Godin

Chairman of the Board of Directors

Holders of shares may exercise their rights by attending the Meeting or by completing a form of proxy. Those who are unable to attend the Meeting in person are urged to complete and return to the Corporation's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), the enclosed form of proxy before 5 p.m. on November 25, 2016. A person appointed as proxy need not be a shareholder of the Corporation. For any additional information concerning this matter, please contact Computershare by fax at no charge to 1-888-453-0330 (within North America) or by e-mail at services@computershare.com.

Notice is also hereby given that the board of directors of the Corporation has fixed the record date for the Meeting at the close of business on October 14, 2016 (the "**Record Date**"). Only holders of common shares of the Corporation as of the Record Date are entitled to receive notice of the Meeting. Shareholders of the Record Date will be entitled to vote their shares at the Meeting.
