

**NOTICE OF ANNUAL GENERAL MEETING  
OF THE SHAREHOLDERS OF NAPIER VENTURES INC.**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of Napier Ventures Inc. (hereinafter called the "Company"), will be held at Suite 1000 – 840 Howe Street, Vancouver, British Columbia, V6Z 2M1, on the 27th day of November 2015, at the hour of 11:00 a.m. (local time) for the purpose of:

1. Receiving and considering the Financial Statements of the Company.
2. Setting the number of, and electing, Directors for the ensuing year.
3. Appointing Auditors for the ensuing year.
4. Approving an Incentive Share Option Plan.
5. Transacting such other business as may properly come before the meeting or any adjournment thereof.

All registered shareholders are entitled to attend and vote at the meeting in person or by proxy. Shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed form of instruction of proxy and to return it to Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8<sup>th</sup> floor, Toronto, Ontario, M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting. If a shareholder does not deliver a proxy in accordance with these instructions or to the presiding officer of the general meeting, then the shareholder will not be entitled to vote at the meeting by proxy.

Non-registered shareholders who receive this notice and information circular from their broker or other intermediary should complete and return the proxy or voting instruction form in accordance with the instructions provided with it. Failure to do so may result in the shares of the non-registered shareholders not being eligible to be voted at the annual general meeting. An information circular, a form of proxy, voting instruction form and financial statements request form accompany this notice.

DATED at Vancouver, British Columbia, this 28<sup>th</sup> day of October, 2015.

**BY ORDER OF THE BOARD**

*"Michael Raftery"*

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Michael Raftery  
Chief Financial Officer & Director