# AURQUEST RESOURCES INC.

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an Annual and Special Meeting (the "**Meeting**") of the holders of common shares (the "**Shareholders**") of Aurquest Resources Inc. (the "**Corporation**" or "**Aurquest**") will be held at the offices of Fogler, Rubinoff LLP, 77 King Street West, Suite 3000, Toronto, Ontario, M5K 1G8, on Friday, February 16, 2018, at 10:00 a.m. (Toronto time), for the following purposes:

1. **TO RECEIVE** the audited consolidated financial statements of Aurquest for the financial year ended October 31, 2017, together with the auditor's report thereon;

2. **TO CONSIDER**, and if deemed advisable, to pass a special resolution, the full text of which is set forth in the Information Circular, to fix the number of directors of the Corporation at seven;

3. **TO ELECT** the directors of the Corporation;

4. **TO CONSIDER** and if deemed advisable, to pass a special resolution, the full text of which is set forth in the Information Circular, empowering the directors of the Corporation to determine from time to time the number of directors of the Corporation to be elected at an annual meeting;

5. **TO APPOINT MNP LLP, Chartered Accountants** as the auditor of the Corporation and authorize the board of directors of the Corporation to fix the remuneration of the auditor;

6. **TO CONSIDER**, and if deemed advisable, to pass an ordinary resolution, the full text of which is set forth in the accompanying management information circular (the "**Information Circular**"), approving the Corporation's 10% rolling stock option plan;

7. **TO CONSIDER** and, if deemed advisable, to pass a special resolution, the full text of which is set forth in the Information Circular, with or without variation, approving the proposed consolidation of the common shares of the Corporation;

8. **TO CONSIDER**, and if deemed advisable, to pass a special resolution, the full text of which is set forth in the Information Circular, with or without variation, amending the Corporation's articles of incorporation to change the name of the Corporation to "Xanthic Biopharma Inc." or such other name as may be determined by the board of directors;

9. **TO CONSIDER**, and if deemed advisable, to approve a special resolution, the full text of which is set forth in the Information Circular, to change the municipality in which the Corporation's registered office is located, from the Town of North York to the City of Toronto, Ontario;

10. **TO CONSIDER**, and if deemed advisable, to approve a special resolution, the full text of which is set forth in the Information Circular, to confirm, ratify and approve the by-laws of the Corporation; and

11. **TO TRANSACT** such other business as may properly come before the Meeting or any adjournments or postponements thereof.

Accompanying this Notice of Meeting are, among other things: (1) the Information Circular; (2) a form of proxy, which includes a supplemental mailing list request form for use by shareholders who wish to receive the Company's financial statements. The Information Circular provides further information respecting proxies and the matters to be considered at the Meeting and is deemed to form part of this Notice of Meeting.

**Shareholders who are unable to attend the Meeting in person and who wish to ensure that their common shares will be voted at the Meeting, must complete, date and execute 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.**

**Beneficial shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy and in the Information Circular to ensure that their shares will be voted at the Meeting. If you hold your common shares in a brokerage account, you are not a registered shareholder.**

**DATED** this 11th day of January 2018.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Tim Moore"*

Tim Moore
Chief Executive Officer