GEM INTERNATIONAL RESOURCES INC.

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING

NOTICE is hereby given that the Annual and Special General Meeting (the "Meeting") of GEM INTERNATIONAL RESOURCES INC. (the "Company") will be held on **Thursday, July 21, 2016 at Suite 1780, 400 Burrard Street, Vancouver, B.C. at the hour of 10:00 a.m. (Vancouver time)** for the following purposes:

1. To receive and consider the Report of the Directors.

2. To receive and consider the audited financial statements of the Company for the fiscal year ended September 30, 2015 together with the auditor's report thereon.

3. To appoint auditors for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the auditors.

4. To fix the number of directors at four (4) and to elect directors to hold office until the next Annual General Meeting.

5. To approve the proposed Stock Option Plan (the "Plan") of the Company more particularly described in the Information Circular and to authorize the Directors to make modifications thereto in accordance with the Plan and the policies of the TSX Venture Exchange;

6. To consider and, if thought fit, pass the following ordinary resolution on a disinterested basis:

    a. Any Change of Control of the Corporation (as defined under the policies of the TSX Venture Exchange) which may result from the acquisition of the shares in the capital stock of the Company through the exercise of private placement share purchase warrants by Mosman Oil and Gas Limited as more particularly described in the Corporation's accompanying information circular, be and is hereby approved.

    b. Any director or officer of the Corporation is hereby authorized, for and on behalf of Corporation to execute, and deliver any agreement and to do all other things as in the opinion of such director or officer may be necessary or desirable to implement this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such document or instrument and the taking of any such action.

7. To transact such other business as may properly come before the meeting.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. The report of the auditor and the audited financial statements of the Company for the year ended September 30, 2015 with related management discussion and analysis can be found on www.sedar.com.

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 by fax, by hand or by mail in accordance with the instructions set out in the form of proxy and in the Information Circular. 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.

DATED at Vancouver, British Columbia, June 17, 2016

BY ORDER OF THE BOARD OF DIRECTORS OF
GEM INTERNATIONAL RESOURCES INC.

Per: *"Simon Tam"*
Simon Tam, President, CEO and Director