

BITUMEN CAPITAL INC.

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON AUGUST 29, 2017**

NOTICE IS HEREBY GIVEN THAT the annual general and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Bitumen Capital Inc. (the “**Corporation**”) will be held on August 29, 2017 at 10:00 am (Eastern Time), at the offices of Dunton Rainville LLP, 800 Square Victoria Street, 43rd Floor, Montreal, Quebec H4Z 1A1 for the following purposes:

1. to receive the audited financial statements of the Corporation for the year ended December 31, 2016 and the report of the auditors thereon;
2. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to fix the number of directors at three (3) and to elect Richard T. Groome, Nikolas Perrault and Michel Lebeuf Jr. as the directors of the Corporation to hold office until the earlier of: (i) the completion of the Transaction (as defined in the Circular); and (ii) the next meeting of Shareholders held for the purpose of electing directors or until their successors are otherwise appointed;
3. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, to take effect immediately upon completion of the Transaction, to fix the number of directors at five (5) and to elect Roger Rosmus, Graham C. Warren, Michael A. Dehn, Richard Groome and Louis Peloquin as directors of the Corporation to hold office from the completion of the Transaction to the next meeting of the Corporation’s shareholders held for the purpose of electing directors or until their successors are otherwise appointed;
4. to appoint the auditors and authorize the directors to fix their remuneration;
5. to consider and, if deemed advisable, to pass, with or without variation, a special resolution, authorizing a change of name of the Corporation to “Goliath Resources Limited” or such other name as the board of directors of the Corporation may choose, acting in the best interests of the Corporation (the “**Name Change**”), with such Name Change to occur on completion of the Transaction, all as more particularly described in the Circular;
6. to consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing the consolidation of the Corporation’s common shares (the “**Common Shares**”) on the basis of two existing Common Shares for every one new Common Share (the “**Consolidation**”), with such Consolidation to occur on completion of the Transaction, all as more particularly described in the Circular;
7. to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution adopting a new By-law No. 1A of the Corporation (the full text of which is set forth in Schedule B of the Circular), which by-law by its terms repeals all previous by-laws governing the Corporation, which the new By-law No. 1A of the Corporation to take effect immediately after completion of the Transaction;
8. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution (the “**New Option Plan Resolution**”), the full text of which is set forth in Schedule C of the Circular, approving and authorizing an amended and restated stock option plan of the Corporation (the “**New Option Plan**”), the full text of which is set forth in Schedule D to the accompanying Circular, including reserving for issuance under the New Option Plan at any time of a maximum

of 10% of the issued and outstanding Common Shares of the Corporation, in accordance with TSX Venture Exchange policies, and with such New Option Plan to become effective immediately after the completion of the Transaction, all as more particularly described in the Circular; and

9. to transact such other business as may properly be brought before the Meeting and at any adjournment thereof.

The management proxy circular for proxy solicitations, provides detailed information on the items that will be brought before the Meeting and is therefore to be considered as forming a part of this notice.

Shareholders unable to attend the Meeting in person should read the notes accompanying the proxy and complete and return the proxy to the Corporation's Registrar and Transfer Agent within the time and to the location set out in the said notes to the proxy.

The proxy is solicited by Management and you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

The directors have fixed the close of business on the second to last business day prior to the date of the Meeting, or any adjournment or postponement thereof, as the record date for determination of shareholders entitled to notice of and the right to vote at the Meeting, either in person or by proxy, in accordance with and subject to the provisions of applicable laws.

Montreal, August 4th, 2017

BY ORDER OF THE BOARD OF DIRECTORS
(s) Richard Groome

President and CEO