

**NOTICE OF GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON TUESDAY, JUNE 26, 2018**

**NOTICE IS HEREBY GIVEN** that a general meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of ordinary shares (“**Ordinary Shares**”) of Goldbelt Empires Limited (the “**Company**”) will be held at The Sloane Club, 52 Lower Sloane Street, London, United Kingdom, on Tuesday, June 26, 2018, at 10:00 a.m. (London time), for the following purposes:

1. without prejudice to the powers of directors under Article 20 of the Articles of Association of the Company, to fix the maximum number of directors on the board of directors of the Company (the “**Board**”) at seven;
2. to separately elect each of the following individuals to the Board to hold office until the next annual general meeting of Shareholders or until their successors are elected or appointed: Cody Hershey; Chris Johnson; Jim Hammer; Robb McNaughton and Michael Kahn;
3. to consider, and, if deemed advisable, to approve, with or without variation, an ordinary resolution, the full text of which is set forth in the accompanying management information circular (the “**Information Circular**”), to approve the remuneration of the directors until the next annual general meeting of Shareholders;
4. to consider, and if deemed advisable, to approve, with or without variation, an ordinary resolution, the full text of which is set forth in the Information Circular, approving the consolidation of the issued and outstanding Ordinary Shares on the basis of one post-consolidation Ordinary Share for every six and a half pre-consolidation Ordinary Shares (the “**Consolidation**”);
5. to consider, and if deemed advisable, to approve, with or without variation, an ordinary resolution, the full text of which is set forth in the Information Circular approving the consolidation of the issued and outstanding Ordinary Shares on the basis of one post-consolidation Ordinary Share for up to every thirty pre-consolidation Ordinary Shares (the “**Future Consolidation**”);
6. to consider, and, if deemed advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in the Information Circular, to change of name of the Company to “Integrated Compliance Solutions Limited” or if such name is not available or cannot be registered with the Companies Registry of Hong Kong for whatever reason, such other name as the Board, in their sole discretion and subject to applicable regulatory approval, determines to be appropriate;
7. to consider, and if deemed advisable, to approve, with or without variation, a special resolution, the full text of which is set forth in the Information Circular, amending the Company’s Articles of Association to create a new class of Preferred Shares with the rights, privileges, restrictions and conditions attaching thereto as set forth in Schedule A to the attached Information Circular;
8. to consider, and, if deemed advisable, to approve, with or without variation, an ordinary resolution, the full text of which is set forth in the Information Circular, approving the allotment and issuance of such numbers of shares in the capital of the Company at any time to such persons, upon such terms and conditions and for such purposes, including but not limited to, any acquisitions and financings and grants of convertible securities of the Company in relation to any broker or finder’s commission or under the stock option plan of the Company, as the Board may in their absolute discretion deem fit;
9. to consider, and if deemed advisable, to approve, with or without variation, an ordinary resolution, the full text of which is set forth in the Information Circular, approving the voluntary de-listing of the Ordinary Shares from the TSX Venture Exchange (the “**TSXV**”);

10. to consider, and if deemed advisable, to approve, with or without variation, an ordinary resolution, the full text of which is set forth in the Information Circular, approving the listing of the Ordinary Shares on the Canadian Securities Exchange (the “CSE”);
11. to consider, and if deemed advisable, to approve, with or without variation, an ordinary resolution, the full text of which is set forth in the Information Circular, approving the listing, directly or indirectly, of the shares of Goldbelt International Limited (“GIL”) a wholly owned subsidiary of the Company, or the shares of an affiliate, subsidiary or successor of GIL, including the entity resulting from the proposed Disposition (as defined in the Information Circular) on the CSE;
12. to consider, and, if deemed advisable, to pass, with or without variation, an ordinary resolution, the full text of which is set forth in the Information Circular, authorizing and approving the disposition of all of the shares of GIL or the shares of a subsidiary of GIL held directly or indirectly by the Company, the sale of the Mali Assets (as such term is defined in the Information Circular), or any combination thereof, such sale being a sale of all or substantially all of the property of the Company;
13. to consider, and if deemed advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in the Information Circular, amending the Company’s Articles of Association to incorporate the Advance Notice Provisions (as such term is defined in the Information Circular) of the Company relating to the advance notice of nominations of directors;
14. to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution, the full text of which is set forth in the Information Circular, authorizing and approving all further actions to be taken by the directors and company secretary to give effect to the resolutions passed at the Meeting; and
15. to transact any other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

The details of all matters proposed to be put before the Shareholders at the Meeting are set forth in the Information Circular of the Company accompanying this Notice of General Meeting.

The record date for determination of the Shareholders entitled to receive notice of and to vote at the Meeting is May 18, 2018 (the “**Record Date**”).

**A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment or postponement thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be valid, the proxy must be received by Computershare Trust Company of Canada, Attention: Proxy Department, 8th Floor, 100 University Avenue, North Tower, Toronto, Ontario M5J 2Y1, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in Alberta or public holidays in Hong Kong) prior to the Meeting or any adjournment or postponement thereof.** Registered Shareholders may also use the internet ([www.investorvote.com](http://www.investorvote.com)) to vote their Ordinary Shares. Subject to the provisions of the Companies Ordinance, late instruments of proxy may be accepted or rejected by the Chairman of the Meeting in his sole discretion and the Chairman is under no obligation to accept or reject any particular late instrument of proxy.

**If you are an unregistered Shareholder and received these materials through your broker or another intermediary, please complete and return the voting instruction form or other authorization provided to you by your broker or intermediary in accordance with the instructions provided. Failure to do so may result in your Ordinary Shares not being eligible to be voted at the Meeting.**

The form of proxy confers discretionary authority with respect to: (i) each matter or group of matters identified therein for which a choice is not specified, other than the election of directors; (ii) each attached or group of

amendments or variations to the matters of business to be considered at the Meeting; and (iii) other matters that may properly come before the Meeting. As of the date hereof, management of the Company knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of General Meeting. Shareholders who are planning on returning the accompanying form of proxy are encouraged to review the Information Circular carefully before submitting the proxy form.

**DATED** at London, United Kingdom, this 28 day of May, 2018.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
GOLDBELT EMPIRES LIMITED**

(signed) "*James Varanese*"  
Chairman and Director