

BLACKICE ENTERPRISE RISK MANAGEMENT INC.

#310 – 207 West Hastings Street
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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of BlackIce Enterprise Risk Management Inc. (the “**Company**”) will be held at the offices of Clark Wilson LLP located at 900 - 885 West Georgia Street, Vancouver, British Columbia, on Monday, March 30, 2015, at 10:00 am (Vancouver time) for the following purposes:

- (1) to receive the audited financial statements of the Company for the financial years ended August 31, 2013 and August 31, 2014, together with the auditor’s report on those financial statements;
- (2) to set the number of directors of the Company for the ensuing year at four (4);
- (3) to elect Mukhtar Kalyan, Judith Kalyan, David Taylor and Jim Donovan as directors of the Company to hold office until the next annual general meeting, or until such time as their successors are duly elected or appointed in accordance with the Company’s constating documents;
- (4) to ratify the appointment of KPMG LLP, Chartered Accountants, as the auditors of the Company for the previous fiscal year ended August 31, 2014, at a remuneration to be fixed by the board of directors of the Company (the “**Board**”);
- (5) to appoint KPMG LLP, Chartered Accountants as the auditors of the Company for the ensuing fiscal year ending August 31, 2015, at a remuneration to be fixed by the Board;
- (6) to consider and, if thought fit, to approve an ordinary resolution to adopt the Company’s new Stock Option Plan, as described in the information circular (the “**Information Circular**”) accompanying this Notice of Meeting;
- (7) to consider and, if thought fit, to approve a special resolution to adopt new Articles for the Company (the “**Proposed Articles**”) which would replace the Company’s current Articles (the “**Existing Articles**”), as described in the Information Circular;
- (8) to consider, and if thought fit, to approve a special resolution to add advance notice provisions for the nomination of directors by shareholders in certain circumstances to the Company’s Proposed Articles, as described in the Information Circular;
- (9) to consider, and if thought fit, to approve a special resolution altering the Company’s authorized share structure by creating an unlimited number of Preferred shares without par value (the “**Preferred Shares**”), to authorize the Board to create and attach special rights and restrictions to the Preferred Shares, and to create and attach additional classes of shares, at the discretion of the Board, as described in the Information Circular;
- (10) to consider and, if thought fit, to approve an ordinary resolution approving the consolidation of the issued and outstanding common shares of the Company on a one (1) for three (3) basis, as described in the Information Circular; and

- (11) to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Board has fixed February 23, 2015, as the record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to receive such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Computershare Investor Services Inc. at 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and have received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (the "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 25th day of February, 2015.

By Order of the Board

"Mukhtar Kalyan"

Mukhtar Kalyan
President, Chief Executive Officer,
Secretary and Director