

**DEVERON RESOURCES LTD.**

36 Toronto Street, Suite 1000  
Toronto, Ontario M5C 2C5

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the “**Meeting**”) of shareholders of **Deveron Resources Ltd.** (the “**Corporation**”) will be held on **Tuesday, June 28, 2016**, at the hour of 10:00 a.m. (Eastern time), at the offices of Irwin Lowy LLP, 365 Bay Street, Suite 400, Toronto, Ontario M5H 2V1 for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the year ended December 31, 2015, and the report of the auditors thereon;
2. to elect the directors of the Corporation;
3. to appoint the auditors of the Corporation and to authorize the directors to fix their remuneration;
4. to approve and confirm the stock option plan of the Corporation;
5. to pass, with or without variation, a special resolution amending the Corporation’s articles of incorporation to change the name of the Corporation to “Deveron UAS Corp.” or such name as the directors of the Corporation may determine and may be acceptable to applicable regulatory authorities; and
6. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The full text of the special resolution referred to in item 5 above is attached to this notice of Meeting as Exhibit “A”.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his or her duly executed form of proxy with the Corporation’s transfer agent and registrar, TMX Equity Transfer Services, at 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1 not later than 10:00 a.m. (Eastern time) on Friday, June 24, 2016 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

**NOTICE-AND-ACCESS**

Notice is also hereby given that the Corporation has decided to use the notice-and-access method of delivery of meeting materials for the Meeting for beneficial owners of common shares of the Corporation (the “**Non-Registered Holders**”) and for registered shareholders. The notice-and-access method of delivery of meeting materials allows the Corporation to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under the notice-and-access system, registered shareholders will receive a form of proxy and the Non-

Registered Holders will receive a voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the notice of Meeting, the management information circular, the annual financial statements and related management's discussion and analysis and other meeting materials (collectively the "**Meeting Materials**"), shareholders receive a notification with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing the Meeting Materials to shareholders. Shareholders are reminded to view the Meeting Materials prior to voting. The Corporation will not be adopting stratification procedures in relation to the use of notice-and access provisions.

#### **Websites Where Meeting Materials Are Posted:**

Meeting Materials can be viewed online under the Corporation's profile at [www.sedar.com](http://www.sedar.com) or on TMX Equity Transfer Services, the Corporation's transfer agent and registrar, website at <http://noticeinsite.tmxequity.com/DeveronASM2016>. The Meeting Materials will remain posted on the TMX Equity Transfer Services' website at least until the date that is one year after the date the Meeting Materials were posted.

#### **How to Obtain Paper Copies of the Meeting Materials**

Shareholders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on TMX Equity Transfer Services website. In order to receive a paper copy of the Meeting Materials or if you have questions concerning notice-and-access, please call the Corporation's transfer agent and registrar, TMX Equity Transfer Services, toll free at 1-866-393-4891 ext. 205. **Requests should be received by 4:00 p.m. (Eastern time) on Friday, June 17, 2016 in order to receive the Meeting Materials in advance of the Meeting.**

The accompanying management information circular provides additional detailed 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 annual and special meeting. Additional information about the Corporation and its financial statements are also available on the Corporation's profile at [www.sedar.com](http://www.sedar.com).

**DATED** at Toronto, Ontario this 16<sup>th</sup> day of May, 2016.

**BY ORDER OF THE BOARD**

*"James Pirie"* (Signed)

President & Chief Executive Officer