

DEVERON RESOURCES LTD.

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

SUPPLEMENTARY NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

SUPPLEMENTARY NOTICE IS HEREBY GIVEN that at the annual and special meeting (the “**Meeting**”) of shareholders of **Deveron Resources Ltd.** (the “**Company**”) to be held on **Tuesday, June 28, 2016**, at the hour of 10:00 a.m. (Eastern time), at 365 Bay Street, Suite 400, Toronto, Ontario M5H 2V1, in addition to the items of business set out in the notice dated May 16, 2016, previously forwarded to shareholders of the Company, the following additional item of business will be conducted at the Meeting, namely:

1. to consider, and if thought fit, to authorize the Company to make application to voluntarily delist the common shares of the Company from the TSX Venture Exchange and to approve the listing of the common shares of the Company on the Canadian Securities Exchange, all as further described below.

This supplementary notice is accompanied by a form of proxy, printed on yellow paper. To be valid, the accompanying proxy must be received by TMX Equity Transfer Services 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.

DATED at Toronto, Ontario this 17th day of June, 2016.

BY ORDER OF THE BOARD

“James Pirie” (Signed)

President & Chief Executive Officer

**SUPPLEMENT TO THE MANAGEMENT INFORMATION CIRCULAR OF THE COMPANY
DATED MAY 16, 2016.**

June 17, 2016

Dear Shareholders:

This supplement to the management information circular (the “**Circular**”) of the Company dated May 16, 2016, which was forwarded to the holders of common shares of the Company accompanied by the notice (the “**Notice**”) of the Meeting to be held on Tuesday, June 28, 2016 at 10:00 a.m., at 365 Bay Street, Suite 400, Toronto, Ontario M5H 2V1.

Management of the Company proposes to make application to voluntarily delist the common shares of the Company (the “**Common Shares**”) from the TSX Venture Exchange (the “**TSXV**”) and to list the Common Shares on the Canadian Securities Exchange (the “**CSE**”), as further described below.

Voluntary Delisting

In addition to the items of business set out in the Notice, shareholders will be asked at the Meeting to consider, and if thought fit, to pass, with or without variation, a resolution authorizing the Company to make application to voluntarily delist the Common Shares from the TSXV (the “**Delisting**”).

The implementation of the Delisting is conditional upon the Company obtaining any necessary regulatory consents. The Delisting resolution also provides that the board of directors of the Company (the “**Board**”) is authorized, in its sole discretion, to determine not to proceed with the proposed Delisting, without further approval of the Company’s shareholders. In particular, the Board may determine not to present the Delisting resolution to the Meeting or, if the Delisting resolution is presented to the Meeting and approved by shareholders, the Board may determine after the Meeting not to proceed with completion of the proposed Delisting.

Reasons for the Delisting

Due to the depressed state of the junior natural resource market, management determined to change the business of the Company. In November 2015, the Company announced its intention to acquire an unmanned aerial system used for high resolution aerial imaging data of crop acreage (the “**Drone Business**”). Due to the early stage of the Drone Business management determined that the Company would not meet the initial listing requirements of the TSXV. As a result, in connection with the acquisition of the Drone Business, the Company applied and received conditional approval to list the Common Shares on the CSE. In order to complete the acquisition of the Drone Business and list on the CSE, the Company must delist from the TSXV.

Voluntary Delisting Resolution

The Board recommends that shareholders vote in favour of the resolution approving the Delisting. Accordingly, the shareholders will be asked at the Meeting to consider, and if thought fit, to pass, with or without variation, a resolution authorizing and approving the Delisting, substantially in the form below:

“BE IT RESOLVED THAT:

- (a) the Company is hereby authorized to apply to voluntarily delist its securities from the TSX Venture Exchange;
- (b) notwithstanding that this resolution has been duly approved by the shareholders of the Company, the board of directors of the Company, in its sole discretion and without the requirement to obtain any further approval from the shareholders of the Company, is hereby authorized and empowered to revoke this resolution at any time before it is acted upon without further approval from the shareholders; and
- (c) any director or officer of the Company is hereby authorized and directed, acting for, in the name of and on behalf of the Company, to execute or cause to be executed, under the seal of the Company or otherwise and to deliver or to cause to be delivered, all such other deeds, documents, instruments and assurances and to do or cause to be done all such other acts as in the opinion of such director or officer of the Company may be necessary or desirable to carry out the terms of the foregoing resolutions.”

To be approved, the Delisting resolutions require the affirmative vote of (i) at least a majority of the votes cast on the Delisting resolutions at the Meeting, whether in person or by proxy; and (ii) “majority of the

minority shareholder approval” obtained in accordance with the requirements of the TSXV, being at least a majority of the votes cast on the Delisting resolutions at the Meeting excluding votes attaching to Common Shares held by promoters, directors, officers and other insiders of the Company, whether in person or by proxy. To the knowledge of the Company, such persons own an aggregate of 8,166,005 Common Shares as of June 17, 2016, representing approximately 69.2% of all issued and outstanding Common Shares as of such date.

THE MANAGEMENT REPRESENTATIVES NAMED IN THE ATTACHED FORM OF PROXY INTEND TO VOTE IN FAVOUR OF THE DELISTING RESOLUTION, UNLESS A SHAREHOLDER SPECIFIES IN THE PROXY THAT HIS OR HER COMMON SHARES ARE TO BE VOTED AGAINST THE DELISTING RESOLUTION.