

**JAMES BAY RESOURCES LIMITED**

20 Victoria Street, Suite 900  
Toronto, Ontario M5C 2N8

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OF THE CORPORATION TO BE HELD ON TUESDAY, JUNE 23, 2015**

**TO THE SHAREHOLDERS OF JAMES BAY RESOURCES LIMITED**

**NOTICE IS HEREBY GIVEN THAT** an annual general and special meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of **JAMES BAY RESOURCES LIMITED** (the "**Corporation**") will be held at **the offices of WeirFoulds LLP, Mason Rooms, 4100 – 66 Wellington Street West, TD Bank Tower, Toronto, Ontario**, on Tuesday, June 23, 2015 at the hour of 10:00 a.m., Toronto time, for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the fiscal year ended December 31, 2014, together with the report of the auditors thereon;
2. To elect the directors of the Corporation;
3. To reappoint McGovern, Hurley, Cunningham, LLP as auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix their remuneration;
4. To consider, and if thought appropriate, to pass an ordinary resolution of the Shareholders ratifying the Corporation's stock option plan, as amended, and reserving for grant options to acquire up 8,294,814 common shares of the Corporation, being twenty percent (20%) of the issued and outstanding common shares of the Corporation calculated as of the date hereof; and
5. To transact such further or other business as may properly come before the Meeting and any adjournments thereof.

The accompanying Management Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice. Also accompanying this notice is a form of proxy. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

Only shareholders of record at the close of business on May 15, 2015 are entitled to receive notice of and vote at the Meeting and any adjournment or postponement thereof.

**If you are a registered shareholder** of the Corporation and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it in the envelope provided to TMX Equity Transfer Services Inc., the registrar and transfer agent of the Corporation, at 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1 (fax 416.595.9593), not later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the meeting or any adjournment thereof. Late proxies may be accepted or rejected by the chairman of the meeting in his discretion, and the chairman is under no obligation to accept or reject any particular late proxy.

**If you are not a registered shareholder** of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary.

**DATED** this 15<sup>th</sup> day of May, 2015.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Stephen Shefsky"*

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**STEPHEN SHEFSKY, CHIEF EXECUTIVE OFFICER AND A DIRECTOR**

**Registered shareholders unable to attend the Meeting are requested to date, sign and return their form of proxy in the enclosed envelope. If you are a non-registered shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.**