

ZENITH ENERGY LTD.

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

TAKE NOTICE that the Annual General and Special Meeting of Shareholders (the “**Meeting**”) of Zenith Energy Ltd. (the “**Corporation**”) will be held at the offices of Dentons Canada LLP - 15th Floor, Bankers Court, 850 - 2nd Street SW Calgary, AB T2P 0R8 Canada on February 16, 2016 at the hour of 10:00 am (Calgary time) for the following purposes:

1. To receive the Financial Statements of the Corporation for the financial year ended March 31, 2015 and the report of the Auditor thereon;
2. To consider and, if thought fit, pass an ordinary resolution fixing the number of directors for the ensuing year at six, subject to the power of the Board of Directors to appoint additional directors between annual meetings;
3. To elect Directors for the ensuing year;
4. To consider and, if thought fit, pass an ordinary resolution reapproving the Corporation’s Stock Option Plan; and
5. To transact such other business as may properly come before the meeting or any adjournment thereof.

Your vote is important. If you are unable to attend the Meeting, please complete and forward the enclosed Proxy in accordance with the instructions contained in the Information Circular and deposit the Proxy at Computershare Trust Company at its offices at 9th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1. **To be valid, a Proxy must be deposited with Computershare Trust Company not later than forty-eight hours, excluding Saturdays and holidays, before the meeting or any adjournment thereof at which the Proxy is to be used.**

Shareholders holding shares registered in the name of a broker or other nominee should ensure that they make arrangements to instruct the broker or other nominee how their shares are to be voted at the Meeting in order for their vote to be counted at the Meeting.

DATED this 15th day of January 2016.

BY ORDER OF THE BOARD OF DIRECTORS

“Jose Ramon Lopez-Portillo”

Jose Ramon Lopes-Portillo, Chairman of
the Board of Directors