AFRI-CAN MARINE MINERALS CORP.

NOTICE
OF AN ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General and Special Meeting of Shareholders of AFRI-CAN MARINE MINERALS CORP. (the "Corporation") will be **held at the Sheraton Centre Hotel, East Ballroom, 1201 René-Lévesque Blvd West, Montréal, Québec, on February 27, 2007 at 10:00 a.m. (Montreal time)** for the following purposes:

1. to receive the financial statements of the Corporation for the year ended August 31, 2006 and the report of the auditors thereon, accompanied by the directors' report;
2. to elect the directors;
3. to appoint Raymond Chabot Grant Thornton, Chartered Accountants, as the Corporation's auditors for the next financial year and authorize the directors to fix their remuneration; and
4. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The proxy solicitation circular and the form of proxy related to matters to be discussed at the Meeting accompany this notice. The enclosed proxy solicitation circular contains supplementary information on matters to be discussed at the Meeting and is hereby deemed to be an integral part of this notice. Copy of the Annual Report, the financial statements and the report of the auditors to be presented at the Meeting accompanies this notice, if you have requested it.

Montreal (Quebec), January 18, 2007

BY ORDER OF THE BOARD OF DIRECTORS

(s) Pierre Léveillé
Pierre Léveillé, President

IMPORTANT NOTICE

Shareholders may exercise their rights either by attending the Meeting in person or by executing a form of proxy. If you are unable to attend the Meeting in person, you are asked to exercise your right to vote by completing, signing and returning as soon as possible, the accompanying form of proxy in the enclosed return envelope. Proxies must be deposited with Computershare Trust Company of Canada (Attention: Proxy Department), 1500 University, Suite 700, Montreal, QC, H3A 3S8 not later than the closing time of the last business day preceding the day of the Meeting or any adjournment thereof or with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof. Your proxy will not be used if you attend the Meeting in person.

The directors of the Corporation have fixed the close of business on January 17, 2007 as the record date for determination of the shareholders of the Corporation entitled to receive notice of the Meeting and to vote, except as otherwise prescribed in the proxy solicitation circular, at the Meeting. Only persons registered as holders of common shares on the shareholders' list of the Corporation at closing of business on the day of the record date may receive notice of the Meeting.