



Afri-Can Marine Minerals Corporation

1801 McGill College Avenue

Suite 1325

Montreal, Québec, H3A 2N4

Notice of the Annual and Special Meeting of Shareholders

NOTICE IS HEREBY GIVEN THAT the annual and special meeting of the shareholders (the "Meeting") of Afri-Can Marine Minerals Corporation (the "Corporation") will be held at 1 Place Ville Marie, 40th floor, Montreal, Québec, at 10:00 a.m. (Eastern Standard Time) on Tuesday, February 12, 2013, for the following purposes:

1. to receive the 2012 Annual Report of the Corporation, containing the financial statements of the Corporation for the year ended August 31, 2012 and the report of the auditors thereon;
2. to elect the directors for the ensuing year;
3. to appoint the auditors of the Corporation for the ensuing year and authorize the directors to fix their remuneration;
4. to consider, and if thought fit, adopt a resolution approving, ratifying and confirming the creation of a new "Control Person" (as defined in the policies of the TSX Venture Exchange) of the Corporation; and
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The management proxy circular enclosed herein provides detailed information on the items that will be brought before the Meeting and is therefore to be considered as forming a part of this notice.

Montreal, January 15, 2013.

BY ORDER OF THE BOARD OF DIRECTORS

(s) Pierre Léveillé

Pierre Léveillé

President and Chief Executive Officer

Holders of shares may exercise their rights by attending the Meeting or by completing a proxy form. Those who are unable to attend the Meeting in person are urged to complete and return to the Corporation's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), the enclosed form of proxy before 5:00 p.m. (Eastern Standard Time) on Friday, February 8, 2013. A person appointed as proxy need not be a shareholder of the Corporation. For any additional information concerning this matter, please contact Computershare by telephone at no charge to 1-800-564-6253 (within North America) or 1-514-982-7555 (outside North America) or by e-mail at services@computershare.com.

Notice is also hereby given that the board of directors of the Corporation has fixed the record date for the Meeting at the close of business on January 8, 2013 (the "**Record Date**"). Only holders of common shares as of the Record Date are entitled to receive notice of the Meeting. Shareholders of the Record Date will be entitled to vote their shares at the Meeting, unless any such shareholder transfers his shares after the Record Date, in which case the transferee of those shares will be entitled to vote such shares at the Meeting if the transferee establishes that he owns the said shares and demands, no later than 10 days before the Meeting, that the transferee's name be included in the list of shareholders entitled to vote the Meeting.