



**NOTICE OF ANNUAL MEETING
OF SHAREHOLDERS OF BRI-CHEM CORP.**

NOTICE IS HEREBY GIVEN THAT an annual meeting (the "Meeting") of shareholders of Bri-Chem Corp (the "Corporation") will be held at 12:00 p.m. (Edmonton time) at The Days Inn 10010 – 179A Street, Edmonton, Alberta on June 11, 2009 for the following purposes:

1. to receive and consider the annual audited financial statements of the Corporation for the years ended December 31, 2008 and the auditors report thereon;
2. to elect the board of directors;
3. to appoint auditors and to authorize the directors to fix remuneration; and
4. to transact such other business as may be properly brought before the Meeting.

The specific details of the matters proposed to be put before the Meeting are set forth in the management information circular accompanying and forming part of this notice.

Shareholders of the Corporation who are unable to attend the Meeting in person are requested to date and sign the enclosed Instrument of Proxy and to mail it to or deposit it with the Registrar and Transfer Agent of the Corporation, c/o Computershare Investor Services Inc., Suite 600, 530 - 8th Avenue S.W., Calgary, Alberta, T2P 3S8. In order to be valid and acted upon at the Meeting, the proxy must be returned to the aforesaid address not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment thereof.

Shareholders are cautioned that the use of mail to transmit proxies is at each shareholder's risk.

The Board of Directors of the Corporation has fixed the Record Date for the Meeting at the close of business on April 27, 2008 (the "Record Date"). Only shareholders of the Corporation of record as at the date are entitled to receive notice of the Meeting. Shareholders of record will be entitled to vote those shares included in the list of shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such shareholder transfers their shares after the Record Date and the transferee of those shares establishes that they own the shares and demands, not later than the close of business on the date ten (10) days before the Meeting that the transferee's name be included in the list of shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such shares at the Meeting.

DATED at the City of Edmonton, in the Province of Alberta, this 29th day of April 2009.

BY ORDER OF THE BOARD OF DIRECTORS

"Don Caron"
Don Caron
Chairman