November 19th, 2014

TO THE SHAREHOLDERS OF
NAVIG8 CRUDE TANKERS INC

Enclosed are a Notice of the Annual General Meeting of Shareholders of Navig8 Crude Tankers Inc (the “Company”) which will be held at the offices of Navig8 Europe Ltd., 2nd Floor, Kinnaird House, 1 Pall Mall East, London on December 8th, 2014 at 12:00 p.m., local time (the “Meeting”), and related proxy materials.

At the Meeting, shareholders of the Company will consider and vote upon the following proposals:

(1) to elect the following individuals, namely Mr. Dan Ilany, Mr. Nicolas Busch, Mr. Roger Schmitz, Mr. Jason Klopfer and Mr. Louis Spencer Wells, as directors to serve on the Company’s Board of Directors (the “Board”) until the next Annual General Meeting of Shareholders (“Proposal One”);

(2) to approve the appointment of PricewaterhouseCoopers as independent auditors of the Company (“Proposal Two”); and

(3) to approve the adoption of the Company’s Third Amended and Restated Articles of Incorporation (the “New Articles”), amending the existing Second Amended and Restated Articles of Incorporation to provide that the aggregate number of shares of stock that the Company is authorized to issue is increased to five hundred million (500,000,000) registered shares which shall be designated common shares with a par value of one United States cent (U.S.$0.01) per share (increased from one hundred million (100,000,000) registered shares under the existing Articles).

Adoption of Proposal One requires a plurality of the votes cast at a meeting of shareholders by the holders of shares entitled to vote in the election. Adoption of Proposal Two requires the affirmative majority of the votes cast at a meeting of shareholders by the holders of shares entitled to vote thereon at a meeting of shareholders. Adoption of Proposal Three requires the affirmative vote of the holders of a majority of all outstanding shares of common stock of the Company entitled to vote thereon at a meeting of shareholders. Shareholders holding, in the aggregate, the requisite vote, have agreed, under that certain Shareholders Agreement dated as of April 22, 2014 and as amended and restated on July 8, 2014, by and among the Company and such shareholders and any other shareholder that may become a party thereto (the “Shareholders Agreement”), to vote FOR the proposal set forth in the Notice of Annual General Meeting of Shareholders. Accordingly, the proposals are expected to be approved and adopted at the
Meeting. However, the Company is soliciting your vote, and encourages you to vote, with respect to the proposals.

You are cordially invited to attend the Meeting in person. If you attend the Meeting, you may revoke your proxy and vote your shares in person.

WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY IN THE ENCLOSED ENVELOPE. THE VOTE OF EVERY SHAREHOLDER IS IMPORTANT AND YOUR COOPERATION IN RETURNING YOUR EXECUTED PROXY PROMPTLY WILL BE APPRECIATED.

ANY SIGNED PROXY RETURNED AND NOT COMPLETED WILL BE VOTED BY MANAGEMENT IN FAVOR OF THE PROPOSAL PRESENTED IN THE PROXY STATEMENT.

Very truly yours,

Nicolas Busch
President
NAVIG8 CRUDE TANKERS INC

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON DECEMBER 8TH, 2014

NOTICE IS HEREBY given that the Annual General Meeting of Shareholders of Navig8 Crude Tankers Inc (the “Company”) which will be held at the offices of Navig8 Europe Ltd., 2nd Floor, Kinnaird House, 1 Pall Mall East, London on December 8th, 2014 at 12:00 p.m., local time (the “Meeting”), for the purpose of:

(1) electing the following individuals, namely Mr. Dan Ilany, Mr. Nicolas Busch, Mr. Roger Schmitz, Mr. Jason Klopfer and Mr. Louis Spencer Wells, as directors to serve on the Board of Directors (the “Board”) until the next Annual General Meeting of Shareholders;

(2) approving the appointment of PricewaterhouseCoopers as independent auditors of the Company; and

(3) approving the adoption of the Company’s Third Amended and Restated Articles of Incorporation (the “New Articles”). The New Articles amend the existing Second Amended and Restated Articles of Incorporation to provide that the aggregate number of shares of stock that the Company is authorized to issue is increased to five hundred million (500,000,000) registered shares which shall be designated common shares with a par value of one United States cent (U.S.$0.01) per share (increased from one hundred million (100,000,000) registered shares under the existing Articles).

The Board has fixed the close of business on November 18th, 2014 as the record date for the determination of the shareholders entitled to receive notice and to vote at the Meeting or any adjournment thereof.

WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY. THE VOTE OF EVERY SHAREHOLDER IS IMPORTANT AND YOUR COOPERATION IN RETURNING YOUR EXECUTED PROXY PROMPTLY WILL BE APPRECIATED. ANY SIGNED PROXY RETURNED AND NOT COMPLETED WILL BE VOTED BY MANAGEMENT IN FAVOR OF THE PROPOSAL PRESENTED IN THE PROXY STATEMENT.

IF YOU ATTEND THE MEETING, YOU MAY REVOKE YOUR PROXY AND VOTE IN PERSON.

By Order of the Board of Directors

[Signature]
Daniel Chu
Secretary

November 19th, 2014
London, UK
The enclosed proxy is solicited on behalf of the board of directors of Navig8 Crude Tankers Inc, a Marshall Islands corporation (the “Company”), for use at the Annual General Meeting of Shareholders to be held at the offices of Navig8 Europe Ltd., 2nd Floor, Kinnaird House, 1 Pall Mall East, London on December 8th, 2014 at 12:00 p.m., local time, or at any adjournment or postponement thereof (the “Meeting”), for the purposes set forth herein and in the accompanying Notice of Annual General Meeting of Shareholders. This Proxy Statement and the accompanying form of proxy are expected to be mailed to shareholders of the Company entitled to vote at the Meeting on or about November 19th, 2014.

VOTING RIGHTS AND OUTSTANDING SHARES

On November 19th, 2014 (the “Record Date”), the Company had outstanding 35,261,716 shares of common stock, par value $0.01 per share (the “Common Shares”). Each shareholder of record at the close of business on the Record Date is entitled to one vote for each Common Share then held. One or more shareholders representing at least one-third of the Common Shares issued and outstanding shall be a quorum for the purposes of the Meeting. The Common Shares represented by any proxy in the enclosed form will be voted in accordance with the instructions given on the proxy if the proxy is properly executed and is received by the Company prior to the close of voting at the Meeting or any adjournment or postponement thereof. Any proxies returned without instructions will be voted FOR the proposal set forth in the Notice of Annual General Meeting of Shareholders. Certain funds affiliated with (a) Avenue Capital Management II, L.P. and its affiliate Avenue Europe International Management L.P., the holders, in the aggregate, of approximately 22.7% of our outstanding Common Shares as of the Record Date (“Avenue”), (b) Monarch Alternative Capital LP, the holders, in the aggregate, of approximately 16.7% of our outstanding Common Shares as of the Record Date (“Monarch”),
BlueMountain Capital Management LLC, the holders, in the aggregate, of approximately 12.6% of our outstanding Common Shares as of the Record Date (“BlueMountain”); and Navig8 Limited, the holder of approximately 8.7% of our outstanding common shares as of the Record Date (“Navig8”), have agreed, under that certain Shareholders Agreement, dated as of April 22, 2014 and as amended and restated on July 8, 2014, by and among the Company, Avenue, Monarch, BlueMountain and Navig8 and any other shareholder that may become party thereto (the “Shareholders Agreement”), to vote FOR the proposals set forth in the Notice of Annual General Meeting of Shareholders. Accordingly, the proposal is expected to be approved and adopted at the Meeting. However, the Company is soliciting your vote, and encourages you to vote, with respect to the proposals.

REVOCABILITY OF PROXIES

A shareholder giving a proxy may revoke it at any time before it is exercised. A proxy may be revoked by filing with the Company’s VPS Registrar, DNB Bank ASA Registrar Department, c/o Navig8 Crude Tankers Inc, P.O. Box 1600 Sentrum, N-0021 Oslo, Norway or by e-mail to vote@dnb.no, a written notice of revocation by a duly executed proxy bearing a later date but no later than 12:00 p.m. CET on December 7th, 2014, or by attending the Meeting and voting in person.

PROPOSAL ONE

ELECTION DIRECTORS

The Company currently has five (5) directors. As provided in the Company’s Articles, the term of office of each director shall expire at each annual meeting of shareholders held after the director was elected. The board of directors has unanimously nominated the five (5) persons, namely Mr. Dan Ilany, Mr. Nicolas Busch, Mr. Roger Schmitz, Mr. Jason Klopfer and Mr. Louis Spencer Wells, for election or, as the case may be, re-election as directors.

Unless the proxy is marked to indicate that such authorization is expressly withheld, the persons named in the enclosed proxy intend to vote the shares authorized thereby FOR the election of the five (5) nominees.

Required Vote. Approval of Proposal One will require the affirmative vote of a plurality of the votes cast at the Meeting. The Company is soliciting your vote, and encourages you to vote, with respect to the proposal.

PROPOSAL TWO

APPROVAL OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS AS INDEPENDENT AUDITORS OF THE COMPANY

The board of directors has unanimously approved and is hereby soliciting shareholder approval of the appointment of PricewaterhouseCoopers as independent auditors of the Company.
Required Vote. Adoption of Proposal Two requires the affirmative majority of the votes cast at the Meeting. The Company is soliciting your vote, and encourages you to vote, with respect to the proposal.

PROPOSAL THREE

APPROVAL OF THE ADOPTION OF THE THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION

The board of directors has unanimously approved and is hereby soliciting shareholder approval of the adoption of the Company’s Third Amended and Restated Articles of Incorporation (the “New Articles”). The New Articles amend the existing Second Amended and Restated Articles of Incorporation to provide that the aggregate number of shares of stock that the Company is authorized to issue is increased to five hundred million (500,000,000) registered shares which shall be designated common shares with a par value of one United States cent (U.S.$0.01) per share (increased from one hundred million (100,000,000) registered shares under the existing Articles).

The description of the New Articles in this Proxy Statement is qualified in its entirety by reference to, and should be read in conjunction with, the full text of the New Articles, which is attached to this proxy statement as Appendix 1. For convenience of reference, a copy of the New Articles showing the changes from the Existing Articles, with deleted text shown in strikethrough and added text shown as double-underlined, is attached to this Proxy Statement as Appendix 2.

If the New Articles are adopted by the required vote of our stockholders, the board of directors intends to file the New Articles with the Republic of the Marshall Islands’ Registrar or Deputy Registrar of Corporations (the “Marshall Islands Registrar”). The New Articles will be effective immediately upon acceptance of filing by the Marshall Islands Registrar.

Required Vote. Adoption of Proposal Three requires the affirmative vote of the holders of a majority of all outstanding shares of common stock of the Company entitled to vote thereon at a meeting of shareholders. The Company is soliciting your vote, and encourages you to vote, with respect to the proposal.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE IN FAVOR OF THE PROPOSALS. UNLESS REVOKED AS PROVIDED ABOVE, PROXIES RECEIVED BY MANAGEMENT WILL BE VOTED IN FAVOR OF THE PROPOSAL UNLESS A CONTRARY VOTE IS SPECIFIED.

SOLICITATION

The cost of preparing and soliciting proxies will be borne by the Company. Solicitation will be made primarily by mail, but shareholders may be solicited by telephone, e-mail, or personal contact. The board of directors may retain the services of a professional proxy solicitation service for soliciting proxies.

EFFECT OF ABSTENTIONS
Abstentions will not affect the vote on the proposals, provided that, to the extent that the number of affirmative votes received does not constitute a majority of the total number of votes eligible to be cast by holders of shares issued and outstanding and entitled to vote, abstentions will have the effect of voting AGAINST the proposals.

OTHER MATTERS

No other matters are expected to be presented for action at the Meeting. Should any additional matter come before the Meeting, it is intended that proxies in the accompanying form will be voted in accordance with the judgment of the person or persons named in the proxy.

By Order of the Board of Directors

Daniel Chu
Secretary

November 19th, 2014
London, UK
THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
NAVIG8 CRUDE TANKERS INC
(CLEAN VERSION)

A. The name of the Corporation shall be:

Navig8 Crude Tankers Inc

B. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the Marshall Islands Business Corporations Act (the “BCA”).

C. The registered address of the Corporation in the Marshall Islands is Trust Company Complex, Ajeltake Road, Ajeltake Island, Majuro, Marshall Islands MH96960.

The name of the Corporation’s registered agent at such address is The Trust Company of the Marshall Islands, Inc.

D. The aggregate number of shares of stock that the Corporation is authorized to issue is five hundred million (500,000,000) registered shares which shall be designated common shares with a par value of one United States cent (U.S.$0.01) per share.

E. The Corporation shall have every power which a corporation now or hereafter organized under the BCA may have.

F. The name and address of the incorporator is:

Name: Majuro Nominees Ltd.
Address: P.O. Box 1405
Majuro
Marshall Islands

G. No holder of shares of the Corporation of any class, now or hereafter authorized, shall have any preferential or preemptive rights to subscribe for, purchase or receive any shares of the Corporation of any class, now or hereafter authorized or any options or warrants for such shares, or any rights to subscribe to or purchase such shares, or any securities convertible into or exchangeable for such shares, which may at any time be issued, sold or offered for sale by the Corporation.

H. Corporate existence commenced on November 21, 2013 and shall continue upon filing these Third Amended and Restated Articles of Incorporation (these “Articles of Incorporation”) with the Registrar of Corporations.

I. (a) The number of directors constituting the entire Board shall be as specified in the
bylaws of the Corporation.

(b) The term of office of each director shall expire at each annual meeting of shareholders held after the director was elected. Any vacancies in the Board for any reason may be filled by the vote of not less than a majority of the members of the Board then in office, although less than a quorum, and any directors so chosen shall hold office until the next annual meeting of shareholders.

(c) Notwithstanding any other provisions of these Articles of Incorporation or the bylaws of the Corporation (and notwithstanding the fact that some lesser percentage may be specified by law, these Articles of Incorporation or the bylaws of the Corporation), any director or the entire Board may be removed at any time, with or without cause, but only by the affirmative vote of the holders of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders.

(d) Directors shall be elected by a plurality of the votes cast at a meeting of shareholders by the holders of shares entitled to vote in the election. Cumulative voting, as defined in Division 7, Section 71(2) of the BCA, shall not be used to elect directors.

J. The bylaws of the Corporation may be amended, repealed or adopted by action of the Board, pursuant to the provisions of the Corporation’s bylaws as in effect at such time, or by the affirmative vote of the holders of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders.

K. Notwithstanding any other provisions of these Articles of Incorporation or the bylaws of the Corporation (and notwithstanding the fact that some lesser percentage may be specified by law, these Articles of Incorporation or the bylaws of the Corporation), the affirmative vote of the holders of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders, shall be required to amend, alter, change or repeal these Articles of Incorporation.

L. At all meetings of shareholders of the Corporation, except as otherwise expressly provided by law, the presence either in person or by proxy of shareholders of record entitled to cast at least one-third of the total number of votes eligible to be cast by holders of shares issued and outstanding and entitled to vote at such meetings shall constitute a quorum, except as otherwise provided by statute or these Articles of Incorporation. If less than a quorum is present, a majority of the total number of votes represented by those shares present either in person or by proxy shall have power to adjourn any meeting until a quorum shall be present.

M. No director shall be personally liable to the Corporation or any of its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the BCA as the same exists or may hereafter be amended. Any repeal or modification of this Article L shall not adversely affect any rights or protection of a director of the Corporation existing at the
time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.
A. The name of the Corporation shall be:

Navig8 Crude Tankers Inc

B. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the Marshall Islands Business Corporations Act (the “BCA”).

C. The registered address of the Corporation in the Marshall Islands is Trust Company Complex, Ajeltake Road, Ajeltake Island, Majuro, Marshall Islands MH96960.

The name of the Corporation’s registered agent at such address is The Trust Company of the Marshall Islands, Inc.

D. The aggregate number of shares of stock that the Corporation is authorized to issue is one (1) five hundred million (500,000,000) registered shares which shall be designated common shares with a par value of one United States cent (U.S.$0.01) per share.

E. The Corporation shall have every power which a corporation now or hereafter organized under the BCA may have.

F. The name and address of the incorporator is:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Majuro Nominees Ltd.</td>
<td>P.O. Box 1405</td>
</tr>
<tr>
<td></td>
<td>Majuro</td>
</tr>
<tr>
<td></td>
<td>Marshall Islands</td>
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</tbody>
</table>

G. No holder of shares of the Corporation of any class, now or hereafter authorized, shall have any preferential or preemptive rights to subscribe for, purchase or receive any shares of the Corporation of any class, now or hereafter authorized or any options or warrants for such shares, or any rights to subscribe to or purchase such shares, or any securities convertible into or exchangeable for such shares, which may at any time be issued, sold or offered for sale by the Corporation.

H. Corporate existence commenced on November 21, 2013 and shall continue upon filing these Second-Third Amended and Restated Articles of Incorporation (these “Articles of Incorporation”) with the Registrar of Corporations.

I. (a) The number of directors constituting the entire Board shall be as specified in the bylaws of the Corporation.
(b) The term of office of each director shall expire at each annual meeting of shareholders held after the director was elected. Any vacancies in the Board for any reason may be filled by the vote of not less than a majority of the members of the Board then in office, although less than a quorum, and any directors so chosen shall hold office until the next annual meeting of shareholders.

(c) Notwithstanding any other provisions of these Articles of Incorporation or the bylaws of the Corporation (and notwithstanding the fact that some lesser percentage may be specified by law, these Articles of Incorporation or the bylaws of the Corporation), any director or the entire Board may be removed at any time, with or without cause, but only by the affirmative vote of the holders of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders.

(d) Directors shall be elected by a plurality of the votes cast at a meeting of shareholders by the holders of shares entitled to vote in the election. Cumulative voting, as defined in Division 7, Section 71(2) of the BCA, shall not be used to elect directors.

J. The bylaws of the Corporation may be amended, repealed or adopted by action of the Board, pursuant to the provisions of the Corporation’s bylaws as in effect at such time, or by the affirmative vote of the holders of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders.

K. Notwithstanding any other provisions of these Articles of Incorporation or the bylaws of the Corporation (and notwithstanding the fact that some lesser percentage may be specified by law, these Articles of Incorporation or the bylaws of the Corporation), the affirmative vote of the holders of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders, shall be required to amend, alter, change or repeal these Articles of Incorporation.

L. At all meetings of shareholders of the Corporation, except as otherwise expressly provided by law, the presence either in person or by proxy of shareholders of record entitled to cast at least one-third of the total number of votes eligible to be cast by holders of shares issued and outstanding and entitled to vote at such meetings shall constitute a quorum, except as otherwise provided by statute or these Articles of Incorporation. If less than a quorum is present, a majority of the total number of votes represented by those shares present either in person or by proxy shall have power to adjourn any meeting until a quorum shall be present.

M. No director shall be personally liable to the Corporation or any of its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the BCA as the same exists or may hereafter be amended. Any repeal or modification of this Article L shall not adversely affect any rights or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.