

STARREX MINING CORPORATION LTD.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of shareholders of **STARREX MINING CORPORATION LTD.** (the “**Corporation**”) will be convened on April 17, 2014, at 10:00 a.m. (Toronto time) at Suite 1801, 180 Dundas Street West, Toronto, Ontario M5G 1Z8 for the following purposes:

1. to receive and consider the comparative financial statements of the Corporation for the years ended December 31, 2013 and 2012, together with the auditors’ report thereon;
2. to consider and, if deemed advisable, to pass, with or without variation, a resolution to re-appoint MNP LLP, Chartered Accountants, as auditors of the Corporation and to authorize the directors to fix the auditors’ remuneration and terms of engagement;
3. to consider and, if deemed advisable, to pass, with or without variation, a special resolution to amend the Articles of the Corporation to: (i) increase the minimum number of directors to three (3) and maximum number of directors to seven (7); and (ii) to authorize and empower the directors to fix the number of directors from time to time within the minimum and maximum provided in the Articles of the Corporation;
4. to consider and, if deemed advisable, to pass, with or without variation, a resolution to fix the current number of directors at five (5);
5. to consider and, if deemed advisable, to elect directors for the forthcoming year;
6. to confirm, with or without variation, By-Law No. 3 being a new general by-law of the Corporation to replace By-Law No. 1;
7. to consider and, if deemed advisable, to pass, with or without variation, a special resolution to amend the Articles of the Corporation to change the name of the Corporation to Starrex International Ltd. or such other name as the board of directors considers advisable;
8. to consider and, if deemed advisable, to pass, with or without variation, a special resolution to amend the Articles of the Corporation to create a new class of special shares issuable in series;
9. to consider and, if deemed advisable, to pass a resolution, with or without variation, to approve the Corporation’s Stock Option Plan; and
10. to transact such further or other business as may properly come before the Meeting or any adjournment thereof.

The details of the matters proposed to be put before the Meeting are set forth in the Management Information Circular accompanying this Notice, which is supplemental to and expressly made a part of this Notice. Shareholders of record as of the close of business on March 17, 2014, the record date, will be entitled to vote at the Meeting and at any adjournment or adjournments thereof.

DATED at the City of Toronto, in the Province of Ontario, as of the 17th day of March, 2014.

By Order of the Board of Directors
of **STARREX MINING CORPORATION LTD.**

Signed: “*Philip Garrett Clayton*”

President and Chief Executive Officer

SHAREHOLDERS WHO ARE UNABLE TO ATTEND THE MEETING ARE REQUESTED TO COMPLETE, DATE AND SIGN THE ENCLOSED FORM OF PROXY OR OTHER APPROPRIATE FORM OF PROXY AND RETURN IT TO THE CORPORATION OR ITS TRANSFER AGENT, COMPUTERSHARE TRUST COMPANY OF CANADA, SUCH THAT IT IS RECEIVED AT LEAST 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND STATUTORY HOLIDAYS IN THE PROVINCE OF ONTARIO) PRIOR TO THE COMMENCEMENT OF THE MEETING OR ANY ADJOURNMENT THEREOF, IN DEFAULT OF WHICH IT MAY BE TREATED AS INVALID, ALTHOUGH THE CHAIRMAN OF THE MEETING HAS THE DISCRETION TO ACCEPT PROXIES FILED LESS THAN 48 HOURS PRIOR TO THE COMMENCEMENT OF THE MEETING, OR ANY ADJOURNMENT THEREOF. IN ORDER TO BE REPRESENTED BY PROXY, SHAREHOLDERS MUST COMPLETE AND SUBMIT THE ENCLOSED FORM OF PROXY OR OTHER APPROPRIATE FORM OF PROXY.