

MOUNT DAKOTA ENERGY CORP.
Suite 1601, 1166 Alberni Street
Vancouver, British Columbia, Canada V6E 3Z3
Telephone (604) 689-2454 / Facsimile (604) 689-2435

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general meeting (the "**Meeting**") of Shareholders of MOUNT DAKOTA ENERGY CORP. (the "**Company**") will be held at Suite 700, 401 West Georgia Street, Vancouver, British Columbia, on Wednesday, August 1, 2012, at 10:00 a.m., Vancouver time, for the following purposes:

1. To receive the report of the Directors of the Company;
2. To receive and consider the audited financial statements of the Company for its fiscal period ended January 31, 2012, and the report of the auditor thereon;
3. To fix the number of Directors of the Company at four;
4. To elect Directors of the Company for the ensuing year;
5. To appoint auditors for the ensuing year and to authorize the Directors to fix their remuneration; and
6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The Information Circular dated June 27, 2012, and form of Proxy accompany this Notice. The Information Circular contains details of matters to be considered at the Meeting.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder's shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of Proxy, or another suitable form of Proxy, and deliver it by fax, by hand or by mail in accordance with the instructions set out in the form of Proxy and in the Information Circular.

DATED at Vancouver, British Columbia, this 27th day of June, 2012.

BY ORDER OF THE BOARD

"*Gary H. Claytens*"

Gary H. Claytens, President and Director