

MOUNT DAKOTA ENERGY CORP.

Suite 1601, 1166 Alberni Street

Vancouver, BC V6E 3Z3

**NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING
OF SHAREHOLDERS TO BE HELD ON JUNE 26, 2015**

TO: The Shareholders of MOUNT DAKOTA ENERGY CORP.

NOTICE IS HEREBY GIVEN that the annual and special general meeting (the “Meeting”) of the shareholders of Mount Dakota Energy Corp. (the “Company”) will be held in Vancouver, British Columbia, at Suite 1780 – 400 Burrard Street, Vancouver, BC V6C 3A6 on Friday, the 26th day of June 2015, at 10:00 o'clock in the morning, for the following purposes:

1. To receive and consider the comparative financial statements of the Company for the fiscal year ended January 31, 2015, together with the report of the auditors thereon;
2. To determine the number of directors to be elected to the board;
3. To elect directors for the ensuing year or until their successors have been duly elected or appointed;
4. To appoint auditors for the ensuing year and to authorize the directors to fix the remuneration of the auditors;
5. To consider and, if thought advisable, to pass an ordinary resolution of Disinterested Shareholders approving a new stock option plan;
6. To consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing the continuance of the Company into British Columbia under the *Business Corporations Act* (British Columbia), as more particularly described in the accompanying management information circular; and
7. To transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Meeting is an Information Circular, a Form of Proxy and a Request for Financial Information Form.

If you are a registered shareholder of the Company and are unable to attend the Meeting in person, please complete, sign, date and return the enclosed Form of Proxy. A proxy will not be valid unless it is dated and deposited by mail or hand at the office of TMX Equity Transfer Services, (“TMX Equity”), 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1, not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or any adjournment thereof. Registered shareholders of the Company may also vote their proxies via the internet in accordance with the instructions provided in the proxy.

If you are a non-registered shareholder of the Company and a non-objecting beneficial owner and receive materials and a voting instruction form (“VIF”) from TMX Equity, please complete and return the VIF in accordance with the instructions of TMX Equity.

If you are a non-registered shareholder of the Company and an objecting beneficial owner and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or such other intermediary.

DATED at Vancouver, British Columbia, this 22nd day of May, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

“S. John Kim”

S. John Kim, Chief Financial Officer and Director