



**365 Bay Street, Suite 400
Toronto, Ontario M5H 2V1**

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting of shareholders of Mainstream Minerals Corporation (the “**Company**”) will be held at 365 Bay Street, Suite 400, Toronto, Ontario M5H 2V1, on Tuesday, January 14, 2014, at 10:00 a.m. (Eastern time) for the purpose of:

- (a) receiving the Company's audited consolidated financial statements for the financial year ended November 30, 2012, and the report of the auditor thereon;
- (b) electing directors;
- (c) appointing the auditor and authorizing the directors to fix its remuneration;
- (d) confirming and approving the Company's stock option plan; and
- (e) transacting such further and other business as may be properly brought before the meeting or any adjournment thereof.

A shareholder wishing to be represented by proxy at the meeting or any adjournment thereof must deposit his duly executed form of proxy with the Company's transfer agent and registrar, Computershare, 6th Floor, 530-8th Avenue SW, Calgary, Alberta T2P 3S8 not later than 10:00 a.m. (Eastern time) on January 12, 2014 or, if the meeting is adjourned, not later than 48 hours, excluding Saturdays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the meeting.

DATED this 5th day of December, 2013.

BY ORDER OF THE BOARD

“David Reid” (Signed)

President and Chief Executive Officer