

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the Annual and Special General Meeting of the shareholders of Mainstream Minerals Corporation (the "Company") to be held at the offices of Taylor McCaffrey LLP, 900-400 St. Mary Avenue,, Winnipeg, Manitoba on May 31, 2011 at 10:00 a.m. (Central time) for the following purposes:

1. To elect directors for the ensuing year;
2. To appoint auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
3. To seek shareholder approval, by ordinary resolution passed by the disinterested shareholders, of the Stock Option Plan originally approved by the directors of the Company on June 11, 2007;
4. To receive the audited financial statements of the Company for the period ending November 30, 2010 and 2009 together with the auditors' report thereon;
5. To seek shareholder approval of the Shareholder Rights plan between the Company and Computershare Trust Company of Canada, approved by the Directors of the Corporation on April 27, 2011; and
6. To transact such other or further business as may properly come before the Meeting or any adjournment thereof.

Shareholders unable to attend the Meeting in person are requested to read the enclosed Information Circular and Proxy, and then complete and deposit the Proxy, together with the power of attorney or other authority, if any, under which it was signed, or a notarized and certified copy thereof, with the Company's transfer agent, Computershare Trust Company of Canada, Suite 600, 530 - 8th Avenue SW, Calgary, Alberta, T2P 3S8, at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting. Unregistered shareholders who received the Proxy through an intermediary must deliver the Proxy in accordance with the instructions given by such intermediary.

NOTES:

1. Holders of common shares of the Company who are unable to be present personally at the Meeting are requested to sign and return, in the envelope provided for that purpose, the accompanying form of Proxy for use at the Meeting.
2. Only holders of common shares of the Company of record at the close of business on April 26, 2011 (the "Record Date") will be entitled to vote at the Meeting, except to the extent that a person has transferred any of his or her common shares of the Company after the record date and the transferee of such shares establishes proper ownership and requests, not later than ten days before the Meeting, that his or her name be included in the list of shareholders for the Meeting, in which case the transferee will be entitled to vote his or her shares at the Meeting.

DATED at Winnipeg, Manitoba this 28th day of April, 2011.

ON BEHALF OF THE BOARD OF DIRECTORS

"Michael Romanik"

Michael Romanik, President and Director