

**KENNA CAPITAL CORP.**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF THE SHAREHOLDERS**

**TAKE NOTICE THAT** an Annual and Special Meeting (the "Meeting") of the shareholders of KENNA CAPITAL CORP. (the "Corporation") will be held at the Saskatoon Club, 417, 21<sup>st</sup> Street East, Saskatoon, Saskatchewan on Thursday, May 31, 2012 at 11:00 a.m. (Saskatoon time) for the following purposes:

1. to receive the financial statements of the Corporation as at and for the year ended December 31, 2011, together with the report of the auditors thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting at five (5);
3. to elect the board of directors of the Corporation to serve until the next annual meeting of the shareholders or until their successors are duly elected or appointed;
4. to appoint the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to determine the remuneration to be paid to the auditors;
5. to consider and, if deemed advisable, to pass an ordinary resolution, the full text of which is set forth in the accompanying Management Information Circular and Proxy Statement (the "Management Proxy Circular"), approving the stock option plan of the Corporation in the form set out in Schedule "C" to the Management Proxy Circular;
6. to consider and, if deemed advisable, to pass a special resolution, the full text of which is set forth in the accompanying Management Proxy Circular, approving the change of name of the Corporation to "Kenna Resources Corp."; and
5. to transact such other business as may properly come before the Meeting.

Information relating to matters to be acted upon by the shareholders at the Meeting is set forth in the accompanying Management Proxy Circular.

A shareholder may attend the Meeting in person or may be represented at the Meeting by proxy. Shareholders who are unable to attend the Meeting in person and wish to be represented by proxy are requested to date, sign and return the accompanying Instrument of Proxy, or other appropriate form of proxy, in accordance with the instructions set forth in the accompanying Management Proxy Circular and Instrument of Proxy. An Instrument of Proxy will not be valid unless it is deposited at the offices of the Corporation's registrar and transfer agent, Equity Financial Trust Company at 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1, in the enclosed self-addressed envelope, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting, or any adjournment thereof. A person appointed as proxy holder need not be a shareholder of the Corporation.

Only shareholders of record as at the close of business on April 30, 2012 (the "Record Date") are entitled to receive notice of the Meeting.

**SHAREHOLDERS ARE CAUTIONED THAT THE USE OF THE MAIL TO TRANSMIT PROXIES IS AT EACH SHAREHOLDER'S RISK.**

DATED at Saskatoon, Saskatchewan as of the 2<sup>nd</sup> day of May, 2012.

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) *"Shane W. Shircliff"*

Shane W. Shircliff  
President, Chief Executive Officer and Director