

BETHPAGE CAPITAL CORP.
Suite 918 – 1030 West Georgia Street
Vancouver, BC V6C 2Y3
Telephone: (604) 639-9052

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE is hereby given that the Annual General and Special Meeting (the "**Meeting**") of the shareholders of Bethpage Capital Corp. (the "Company"), will be held at 1600 – 609 Granville Street, on Thursday, the 6th day of June, 2013, at the hour of 10:00 o'clock in the forenoon for the following purposes:

1. To receive and consider the audited financial statements of the Company for the period ended December 31, 2012, and the report of the auditors thereon.
2. To appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Accountants, as auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the Auditors.
3. To fix the number of directors for the ensuing year at four (4).
4. To elect directors for the ensuing year.
5. To ratify, confirm and approve the Company's stock option plan dated November 9, 2011.
6. To approve a special resolution amending the Company's Articles; as more particularly described under the heading "Particulars of Other Matters To Be Acted Upon – Amendment of Articles" in the accompanying Information Circular;
7. To transact such other business as may properly be transacted at such meeting or at any adjournment thereof.

If you are unable to attend the Meeting in person, please read the Notes accompanying the Instrument of Proxy enclosed herewith and then complete and return the proxy within the time set out in the Notes. As set out in the Notes, the enclosed Proxy is solicited by Management, but, you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided, the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 7 day of May, 2013.

By Order of the Board of Directors
BETHPAGE CAPITAL CORP.

"Vince Sorace"

Vince Sorace
President and Director