

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

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Annual General Meeting (the "**Meeting**") of the shareholders of Bethpage Capital Corp. (the "Company"), will be held at 1600 – 609 Granville Street, on Thursday, the 12th day of June, 2014, 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, 2013, 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, as amended.
- (a) to consider, and if deemed appropriate, to pass with or without variation, an ordinary resolution amending the Articles of the Company to add an advance notice requirement for nominations of directors by shareholders in certain circumstances, as more particularly described in the Management Information Circular; and
6. 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 14 day of May, 2014.

By Order of the Board of Directors  
**BETHPAGE CAPITAL CORP.**

*"Vince Sorace"*

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Vince Sorace  
President and Director