

**MIDNIGHT STAR VENTURES CORP.**

Suite 1085, 555 Burrard Street,  
Vancouver, BC V7X 1M8  
Telephone: (604) 685-4745

**NOTICE OF ANNUAL GENERAL MEETING**

**TO THE SHAREHOLDERS:**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “Meeting”) of Midnight Star Ventures Corp. (the “Company”) will be held at Suite 704, 595 Howe Street, Vancouver, British Columbia on Tuesday November 3, 2015, at 10:00 am (Vancouver time) for the following purposes:

1. to set the number of directors of the Company for the ensuing year at three (3) persons.
2. to elect David K. Ryan, Shane Epp and Bernie Hoing as directors of the Company for the ensuing year.
3. to appoint Morgan & Company LLP, Chartered Accountants as the auditors of the Company until the next annual general meeting of the Company and to authorize the directors of the Company to fix the remuneration to be paid to the auditors.
4. to consider, and if deemed advisable, approve a resolution ratifying and approving the Company’s 10% “rolling” Stock Option Plan as described in the Information Circular.
5. to receive the audited financial statements of the Company for the financial years ended April 30, 2015 and 2014, and the accompanying report of the auditors.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Company’s Board of Directors has fixed September 25, 2015 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Computershare Investor Services Inc., 510 Burrard Street, 3rd Floor, Vancouver, BC V3H 1S2 by mail or fax, no later than no later than forty eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof.

If you are a non-registered shareholder of the Company, please complete and return the materials in accordance with the instructions set forth in the accompanying Information Circular.

DATED at Vancouver, British Columbia, this 30<sup>th</sup> day of September, 2015.

**By Order of the Board of  
MIDNIGHT STAR VENTURES CORP.**

*“David K. Ryan”*

**David K. Ryan  
President, Secretary and Director**