

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 April 27, 2017, 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, 2016 and 2015, 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 March 17, 2017 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, National Issuer Services Ltd., Suite 760 - 777 Hornby Street, Vancouver, BC, V6Z 1S4 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 22nd day of March, 2017

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

“David K. Ryan”

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