

# MEGASTAR DEVELOPMENT CORP.

Suite #1450, 789 West Pender Street, Vancouver, BC, V6C 1H2  
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TSX-V: MDV Frankfurt: M5Q

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (the "Meeting") of the Shareholders of MEGASTAR DEVELOPMENT CORP. (the "Company") will be held at Suite #1450, 789 West Pender Street, Vancouver, BC, V6C 1H2 on July 21, 2017, at the hour of 9:00 A.M., Vancouver time, for the following purposes:

1. To receive and consider the report of the Directors and the financial statements of the Company, together with the auditor's report thereon for the financial year ended February 28, 2017.
2. To fix the number of Directors at three (3).
3. To elect Directors for the ensuing year.
4. To appoint the auditor for the ensuing year.
5. To consider and, if thought fit, to pass an ordinary resolution approving and ratifying the Company's Stock Option Plan, subject to regulatory approval, as more fully set forth in the information circular accompanying this notice.
6. To consider and, if thought fit, to pass an ordinary resolution approving and ratifying the Company's Advance Notice Policy, as more particularly described in the Company's information circular accompanying this notice.
7. To transact such further or other business as may properly come before the Meeting and any adjournments thereof.

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 June 16, 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, Computershare Investor Services Inc., 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, or by fax to 1-866-249-7775 at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a registered Shareholder of the Company and are unable to attend the Meeting in person, please date and sign the enclosed form of proxy and return it in the envelope provided. All proxies to be valid, must be received by Computershare Investor Services Inc., 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, by fax to 1-866-249-7775, by telephone (toll free within North America) 1-866-732-8683, or via internet at [www.investorvote.com](http://www.investorvote.com) at least 48 hours prior to the Meeting or any adjournment thereof.

If you are a non-registered Shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (the "Intermediary"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, BC, this 23<sup>rd</sup> day of June, 2017.

BY ORDER OF THE BOARD OF  
MEGASTAR DEVELOPMENT CORP.

*Signed: "Dusan Berka"*

Dusan Berka  
CEO, President and Director