

MEGASTAR DEVELOPMENT CORP.

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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 via teleconference on December 30, 2020 at the hour of 10:00 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 29, 2020.
2. To fix the number of Directors at six (6).
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 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.

To ensure the safety of our shareholders and other stakeholders entitled to attend the Meeting amidst the ongoing COVID-19 pandemic, the Company is conducting a Meeting via teleconference. Shareholders may participate in the Meeting, however shareholders are strongly encouraged to vote by proxy in advance of the Meeting. Shareholders may attend the Meeting by calling the following toll-free number: 1-866-512-0904 (North America). All callers will be prompted to enter the following passcode upon entering the teleconference: 6815421. If you are calling from outside of North America, please contact the Company at 1-604-681-1568 in advance of the Meeting to obtain the call in number to participate.

The Company's Board of Directors has fixed November 25, 2020 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 are unable to attend the Meeting in person, please date and sign the enclosed form of proxy and return it to the Company's transfer agent, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or 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 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 1st day of December, 2020.

BY ORDER OF THE BOARD OF
MEGASTAR DEVELOPMENT CORP.

Signed: "Dusan Berka"

Dusan Berka
CEO, President and Director