

MIDASCO CAPITAL CORP.

12216 Boundary Drive North
Surrey, British Columbia, V3X 1Z5,
Phone: 604.669.2901
Fax: 604.669.8922

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the annual general and special meeting (the "Meeting") of the shareholders of **MIDASCO CAPITAL CORP.** (the "Corporation"), will be held in the Boardroom at Suite 1780, 400 Burrard Street, Vancouver, British Columbia, on **Thursday, September 28, 2017, at 10 a.m.** for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the year ended December 31, 2016 together with auditor's respective reports thereon;
2. To re-appoint the auditor of the Corporation and to authorize the directors to fix the remuneration to be paid to the auditor;
3. To fix the number of directors for the ensuing year at four;
4. To elect directors for the ensuing year;
5. To adopt and approve the Corporation's Amended Stock Option Plan; and
6. To transact such other business as may properly be transacted at such meeting or at any adjournment thereof.

An information circular, containing details of matters to be considered at the Meeting, accompanies this notice.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder's shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the information circular. 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 Surrey, British Columbia, this 30th day of August, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

"William C. Pettigrew"

William C. Pettigrew,
President, Chief Executive Officer and a Director of the Corporation