

MG CAPITAL CORPORATION

M18 317 Banff Avenue

Banff, Alberta

T1L 1C1

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF COMMON SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of MG Capital Corporation (the “**Corporation**”) will be held at the offices of Borden Ladner Gervais LLP, 1900, 520 – 3rd Avenue SW, Calgary, Alberta, on May 9, 2019 at 10:00 a.m. (Calgary time), for the following purposes:

1. to receive and consider the audited annual financial statements of the Corporation for the financial year ended December 31, 2018 together with the notes thereto, and the report of the auditors thereon;
2. to fix the board of directors of the Corporation (the “**Board**”) to be elected at the Meeting at three (3) members;
3. to elect the Board of the Corporation for the ensuing year;
4. to re-appoint KPMG LLP, Chartered Accountants of Calgary, Alberta as the auditors of the Corporation for the ensuing year and to authorize the Board to fix their remuneration;
5. to consider, and if thought advisable, to approve, with or without variation, an ordinary resolution, the full text of which is set forth in the accompanying management information circular prepared for the purposes of the Meeting (the “**Information Circular**”), to renew and approve the Corporation’s stock option plan; and
6. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Information Circular.

Only Shareholders of record as of the close of business on April 1, 2019 (the “**Record Date**”) are entitled to notice of and to attend the Meeting or any adjournment or adjournments thereof and to vote thereat. To the extent that a Shareholder transfers the ownership of any Common Shares after the Record Date and the transferee of those Common Shares establishes ownership of such Common Shares and demands, not later than ten (10) days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Common Shares at the Meeting.

A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment or adjournments thereof in person are requested to date, sign and return the accompanying instrument of proxy (“Instrument of Proxy”) for use at the Meeting or any adjournment or adjournments thereof. To be effective, the enclosed Instrument of Proxy must be mailed so as to reach or be deposited with Computershare Trust Company of Canada, Attention: Proxy Department, 8th Floor, 100 University Avenue, North Tower, Toronto, Ontario M5J 2Y1 or by phone to 1 (866) 732-8683, at least forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) prior to the time set for the Meeting or any adjournment or adjournments thereof. Registered Shareholders may also use the internet (www.investorvote.com) to vote their Common Shares. If you are a non-registered Shareholder of the Corporation and receive these materials through your broker or another intermediary, please complete and return the form of proxy provided to you by such broker or other intermediary, in accordance with the instructions therein. Late voting instruction forms may be accepted or rejected by the Chairman of the Meeting in his sole discretion and the Chairman is under no obligation to accept or reject any particular late form of proxy.

DATED this 8th day of April, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS OF
MG CAPITAL CORPORATION**

“Peter McKeown”

**Peter McKeown
CEO, CFO and Corporate Secretary**