



## **NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

TAKE NOTICE that a special meeting of the shareholders of South Star Mining Corp. (the “Company”) will be held at #1200 – 750 West Pender Street, Vancouver, British Columbia, V6C 2T8 on:

**February 28, 2018**

at the hour of 10:00 a.m. (Vancouver time) (the “Meeting”) for the following purposes:

1. to fix the number of directors at seven (7);
2. to elect three additional directors to the Board of Directors of the Company; and
3. to transact any other business which may properly come before the Meeting, or any adjournment thereof.

Accompanying this Notice is an Information Circular, a form of proxy and a form whereby shareholders can request to be added to the Company’s supplemental mailing list. The Information Circular provides additional information relating to the matters to be considered at the Meeting and forms part of this Notice.

The Board of Directors has fixed the close of business on January 23, 2018 as the record date for determining the shareholders who are entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. A shareholder entitled to vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his/her stead. If you are unable to attend the Meeting in person, please date, sign, and return the enclosed proxy in accordance with the instructions set out in the notes to the proxy and any accompanying information from your intermediary.

DATED at Vancouver, British Columbia, this 23<sup>rd</sup> day of January, 2018.

**ON BEHALF OF THE BOARD OF DIRECTORS**

*“David McMillan”*

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Chairman

*These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the issuer (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.*