

# canstar resources inc.

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## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of Canstar Resources Inc. (the “**Company**”) will be held at 56 Temperance Street, Suite 1000, Toronto, Ontario M3H 3V5, on Thursday, December 11<sup>th</sup>, 2014 at 2:00 p.m. (Eastern Standard Time) for the purpose of:

- (a) receiving the Company’s financial statements for the year ended June 30, 2014 and the report of the auditors thereon;
- (b) electing directors of the Company for the ensuing year;
- (c) appointing MNP LLP as the auditors of the Company for the ensuing year, and authorizing the directors to fix their remuneration;
- (d) to consider and, if deemed advisable, to pass, with or without variation, a special resolution to authorize the board of directors to set the number of directors from time to time within the minimum and maximum number of directors set forth in the articles of the Company, in accordance with Section 125(3) of the *Business Corporations Act* (Ontario), provided that the total number of directors so set may not exceed one-third of the number of directors elected at the previous annual meeting of shareholders; and
- (e) transacting such further and other business as may properly come 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 management information circular of the Company dated October 28, 2014 (the “**Information Circular**”).

An “**ordinary resolution**” is a resolution passed by at least a majority of the votes cast by Shareholders who voted in respect of that resolution at the Meeting while a “**special resolution**” is a resolution passed by a majority of not less than two-thirds of the votes cast by Shareholders who voted in respect of that resolution.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is October 28, 2014 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

A Shareholder wishing to be represented by proxy at the meeting or any adjournment thereof must deposit his/her/its duly executed form of proxy with the Company’s transfer agent and registrar, TMX Equity Transfer Services (“**Equity**”), at Suite 300, 200 University Avenue, Toronto, Ontario M5H 4H1 not later than 2:00 p.m. (Toronto time) on December 9, 2014 or, if the meeting is adjourned, not later than 48 hours, excluding weekends and statutory holidays in the City of Toronto, Ontario, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the form of proxy so that as large a representation as possible may be had at the Meeting.

### **Notice-and-Access**

The Company is utilizing the notice-and-access mechanism (the “**Notice-and-Access Provisions**”) that came into effect on February 11, 2013 under National Instrument 54-101 – *Communication with Beneficial Owners of*

*Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial Shareholders.

#### **Website Where Meeting Materials are Posted**

The Notice-and-Access Provisions are a new set of rules that allow reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Information Circular, financial statements of the Company for the year ended June 30, 2014 (“**Financial Statements**”) and management’s discussion and analysis of the Company’s results of operations and financial condition for 2014 (“**MD&A**”) may be found on the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com) and also on the Company’s website at [www.canstarresources.com/s/investor-financial-statements-annual.asp](http://www.canstarresources.com/s/investor-financial-statements-annual.asp). The Company will not use procedures known as “stratification” in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Information Circular to some Shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Information Circular.

#### **Obtaining Paper Copies of Materials**

The Company anticipates that using notice-and-access for delivery to all Shareholders will directly benefit the Company through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Shareholders with questions about notice-and-access can call the Company’s transfer agent, Equity, toll-free at 1.866.393.4891 ext. 205. Shareholders may also obtain paper copies of the Information Circular, Financial Statements and MD&A free of charge by contacting the Company’s Corporate Secretary toll free at 1.866.936.6766. A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Company or Equity, as applicable, by December 2, 2014 in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof (the “**Proxy Deadline**”). Any requests for paper copies received by the Company after December 2, 2014 will be delivered to Shareholders in accordance with applicable securities law.

#### **Voting**

**All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. A “beneficial” or “non-registered” Shareholder will not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the common shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting in person, or any adjournments or postponements thereof, are requested to complete, date and sign the form of proxy (registered holders) or voting instruction form (beneficial holders) and return it in the envelope provided.**

To be effective, the form of proxy or voting instruction form must be mailed or faxed so as to reach or be deposited with Equity (in the case of registered holders) at Suite 300, 200 University Avenue, Toronto, Ontario M5H 4H1, Fax Number: 416.595.9593, prior to the Proxy Deadline, failing which such votes may not be counted, or your intermediary (in the case of beneficial holders) with sufficient time for them to file a proxy by the Proxy Deadline. **Shareholders are reminded to review the Information Circular before voting.**

**DATED** this 28<sup>th</sup> day of October, 2014.

**BY ORDER OF THE BOARD OF DIRECTORS**

(Signed)

Daniel J. Oosterman, President & CEO