



## **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**Notice is hereby given** that the Annual General and Special Meeting of Shareholders (the “Meeting”) of Mesa Exploration Corp. (the “Corporation”) will be held at 910 - 800 West Pender Street, Vancouver, British Columbia, on Friday, July 5, 2019, at the hour of 11:00 a.m. (PT), for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the financial year ended March 31, 2018 and the Auditor’s Report thereon;
2. to determine the number of directors for the ensuing year at four;
3. to elect four directors to serve until the next annual general meeting of shareholders or until their successors are elected or appointed;
4. to re-appoint Manning Elliott LLP, Chartered Professional Accountants, as the auditor of the Corporation for the ensuing year at a remuneration to be fixed by the directors;
5. to pass an ordinary resolution to ratify, confirm and approve the Corporation’s stock option plan, as described in the accompanying Information Circular;
6. to pass an ordinary resolution of minority/disinterested shareholders authorizing the Corporation to approve shares for debt settlements with related parties and the potential creation of a new control person, as described in the accompanying Information Circular;
7. to pass a special resolution to approve the consolidation of the common shares of the Corporation on a fifteen (15) to one (1) basis, as described in the accompanying Information Circular;
8. to pass an ordinary resolution of the majority of the minority shareholders to approve the spin-out of the Corporation’s mineral properties and the voluntary delisting of the common shares of the Corporation from the TSX Venture Exchange, as described in the accompanying Information Circular;
9. to pass a special resolution to approve the change of name of the Corporation to “Mesa Capital Corp.”, or such other name as may be acceptable to the board of directors of the Corporation and the British Columbia Registrar of Companies, as described in the accompanying Information Circular; and
10. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The Board of Directors has fixed May 17, 2019 as the record date for determining the shareholders who are entitled to vote at the Meeting.

If you are a registered shareholder of the Corporation and are unable to attend the Meeting in person, please complete, date and execute the accompanying form of proxy and deposit it with Computershare Investor Services Inc., 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, Fax 866-249-7775, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting, or any adjournment(s) or postponement(s) thereof.

If you are a non-registered shareholder of the Corporation and received this Notice 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 shares 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, British Columbia this 4th day of June, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS**

*Signed: Foster Wilson*

President & CEO