

## **BLACK SPRINGS CAPITAL CORP. NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN THAT** an annual and special meeting (the "**Meeting**") of the shareholders of Black Springs Capital Corp. (the "**Corporation**") will be held at Suite 400, 570 Granville Street, Vancouver, British Columbia on Tuesday, April 1, 2014 at 11:00 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the financial statements of the Corporation for the fiscal year ended December 31, 2013, together with the report of the auditors thereon;
2. to elect the directors for the forthcoming year;
3. to consider and if deemed advisable, to pass, with or without variation, a resolution to appoint Lancaster & David, Chartered Accountants as auditors of the Corporation and to authorize the directors of the Corporation to fix the auditors' remuneration and the terms of their engagement;
4. to approve the transfer of the listing of the Corporation's common shares to the NEX board of the TSX Venture Exchange ("**Exchange**") in the event a Qualifying Transaction is not completed by the Corporation pursuant to the policies of the Exchange by July 10, 2014 (the "**NEX Transfer**");
5. to approve the cancellation of 50% of the Corporation's common shares originally issued to Non-Arm's Length Parties to the Corporation as required by the Exchange in connection with the NEX Transfer; and
6. to transact such further or other business as may properly come before the Meeting or any adjournment thereof.

The Corporation's board of directors has fixed February 20, 2014 as the record date for determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the Information Circular.

The Corporation has elected to use the 'Notice and Access' provisions for the Meeting pursuant to National Instrument 54-101 *Communications with Beneficial Owners of a Reporting Issuer*, with respect to the mailing to its registered and beneficial shareholders. The Notice and Access provisions are a new set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to shareholders by allowing the Corporation to post the Information Circular and any additional materials on a non-SEDAR website rather than deliver such materials by mail. Shareholders will receive this Notice of Meeting and a form of proxy or voting instruction form (the "**Notice Package**") and may choose to receive a hard copy of the Information Circular.

The Corporation is sending the Notice Package directly to non-objectioning beneficial holders ("**NOBOs**"). The Corporation will not pay for intermediaries to deliver the Notice Package to objectioning beneficial holders ("**OBOs**"), and OBOs will not receive the Notice Package unless their intermediary assumes the cost of delivery.

Please review the Information Circular carefully prior to voting in relation to the matters conducted at the Meeting. The Information Circular is available on SEDAR ([www.sedar.com](http://www.sedar.com)) or at <http://macdonaldtuskey.com/clientinfo.html>. Shareholders may obtain, without any charge to them, a paper copy of the Information Circular (and the audited financial statements and related management's discussion and analysis for the Corporation's last financial year and any documents referred to in the Information Circular) and further information on Notice and Access by contacting the Corporation as follows:

Donald Sharpe  
Ph: 604 568-0199  
Fax: 604 681-4760

Requests for paper copies of the Information Circular (and any other related documents) must be received by no later than 11:00 am (Vancouver time) on March 21, 2014 in order for shareholders to receive paper copies of such documents and return their completed proxy form or voting instruction form by the deadline for submission of 11:00 am (Vancouver time) on March 28, 2014.

If you cannot attend the Meeting in person, you are encouraged to complete and return the form of proxy or voting information form provided to you indicating your voting instructions. Please complete, date and sign your form of proxy or voting instruction form and return it by mail in the envelope provided for this purpose and deposit it with the Corporation's transfer agent, Olympia Trust Company, Suite 1003 - 750 West Pender Street, Vancouver BC V6C 2T8, or by following the procedures for telephone or internet voting provided in the enclosed form of proxy or voting information form. To be valid, a completed form of proxy or voting instruction form must be received by the Corporation's transfer agent no later than 11:00 am (Vancouver time) on March 28, 2014.

If you are a non-registered shareholder of the Corporation and receive the Notice Package through an intermediary, please complete and return the materials in accordance with the instructions provided to you by your intermediary.

**DATED** at the City of Vancouver, in the Province of British Columbia, as of the 21<sup>st</sup> day of February, 2014.

By Order of the Board of Directors  
of **BLACK SPRINGS CAPITAL CORP.**

*"Donald Sharpe"*

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Donald Sharpe  
President

**SHAREHOLDERS WHO ARE UNABLE TO ATTEND THE MEETING ARE REQUESTED TO COMPLETE, DATE AND SIGN THE ENCLOSED FORM OF PROXY OR OTHER APPROPRIATE FORM OF PROXY AND RETURN IT TO THE CORPORATION'S TRANSFER AGENT, OLYMPIA TRUST COMPANY, SUITE 1003, 750 WEST PENDER STREET, VANCOUVER, BRITISH COLUMBIA V6C 2T8, ATTENTION: PROXY DEPARTMENT, SUCH THAT IT IS RECEIVED AT LEAST 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND STATUTORY HOLIDAYS IN THE PROVINCE OF BRITISH COLUMBIA) PRIOR TO THE COMMENCEMENT OF THE MEETING OR ANY ADJOURNMENT THEREOF, IN DEFAULT OF WHICH IT MAY BE TREATED AS INVALID. IN ORDER TO BE REPRESENTED BY PROXY, SHAREHOLDERS MUST COMPLETE AND SUBMIT THE ENCLOSED FORM OF PROXY OR OTHER APPROPRIATE FORM OF PROXY.**

*If you are a non-registered shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.*