STARREX INTERNATIONAL LTD.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the "**Meeting**") of shareholders of **STARREX INTERNATIONAL LTD.** (the "**Corporation**") will be convened on Tuesday, June 16, 2015, at 10:00 a.m. (Toronto time) at Suite 2200, 199 Bay St., Toronto, Ontario M5L 1G4 for the following purposes:

1. to receive and consider the comparative financial statements of the Corporation for the years ended December 31, 2014 and 2013, together with the auditors' report thereon;

2. to consider and, if deemed advisable, to pass, with or without variation, a resolution to re-appoint MNP LLP, Chartered Accountants, as auditors of the Corporation and to authorize the directors to fix the auditors' remuneration and terms of engagement;

3. to consider and, if deemed advisable, to elect directors for the forthcoming year;

4. to consider and, if deemed advisable, to pass a resolution, with or without variation, to ratify and approve the Corporation's "rolling" stock option plan and the shares issuable thereunder and to ratify the options issued thereunder; and

5. to transact such further or other business as may properly come before the Meeting or any adjournment thereof.

The details of the matters proposed to be put before the Meeting are set forth in the Management Information Circular accompanying this Notice, which is supplemental to and expressly made a part of this Notice. Shareholders of record as of the close of business on May 11, 2015, the record date, will be entitled to vote at the Meeting and at any adjournment or adjournments thereof.

DATED at the City of Toronto, in the Province of Ontario, as of the 15th day of May, 2015.

By Order of the Board of Directors
of **STARREX INTERNATIONAL LTD.**

Signed: "*Phillip Garrett Clayton*"

_____

President and Chief Executive Officer

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 OR ITS TRANSFER AGENT, COMPUTERSHARE TRUST COMPANY OF CANADA, SUCH THAT IT IS RECEIVED AT LEAST 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND STATUTORY HOLIDAYS IN THE PROVINCE OF ONTARIO) PRIOR TO THE COMMENCEMENT OF THE MEETING OR ANY ADJOURNMENT THEREOF, IN DEFAULT OF WHICH IT MAY BE TREATED AS INVALID, ALTHOUGH THE CHAIRMAN OF THE MEETING HAS THE DISCRETION TO ACCEPT PROXIES FILED LESS THAN 48 HOURS PRIOR TO THE COMMENCEMENT OF THE MEETING, OR ANY ADJOURNMENT THEREOF. IN ORDER TO BE REPRESENTED BY PROXY, SHAREHOLDERS MUST COMPLETE AND SUBMIT THE ENCLOSED FORM OF PROXY OR OTHER APPROPRIATE FORM OF PROXY.