



**ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS  
NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS**

You are receiving this notification as **Star Diamond Corporation** (the "Corporation") has decided to use the notice and access model for delivery of meeting materials to its shareholders. Under notice and access, shareholders still receive a proxy or voting instruction form enabling them to vote at the shareholders' meeting. However, instead of a paper copy of the Corporation's management information circular dated March 26, 2020 (the "Information Circular"), shareholders receive this notice with information on how they may access the Information Circular electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and also will reduce the Corporation's printing and mailing costs.

This year, out of an abundance of caution, to proactively deal with the unprecedented public health impact of coronavirus disease 2019, also known as COVID-19, and to mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders, the Corporation will hold our meeting in a virtual-only format, which will be conducted via live webcast.

**MEETING DATE AND LOCATION**

WHEN: Wednesday, May 13, 2020 at 10:00 a.m. Central Standard Time

WHERE: Virtual-only meeting via live webcast online at: <https://web.lumiagm.com/270507882>

**SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS**

**Election of Directors:** Shareholders will be asked to elect directors for the ensuing year. Information respecting the election of directors may be found in the Information Circular under "Election of Directors".

**Appointment of Auditors:** Shareholders will be asked to re-appoint KPMG LLP as the Corporation's auditors for the ensuing year, and authorize the Corporation's directors to fix their remuneration. Information respecting the appointment of KPMG LLP may be found in the Information Circular under "Appointment of Auditors".

**Continuation of Shareholder Rights Plan:** Shareholders will be asked to approve the continuation and reconfirmation of the Corporation's Shareholder Rights Plan. Information respecting the Shareholder Rights Plan may be found in the Information Circular under "Approval of the Continuation and Reconfirmation of the Shareholder Rights Plan".

**Other Business:** Shareholders may be asked to consider other items of business that may be properly brought before the meeting. Information respecting the use of discretionary authority to vote on any such other business may be found in the Information Circular.

**SHAREHOLDERS ARE REMINDED TO VIEW THE INFORMATION CIRCULAR PRIOR TO VOTING.**

## WEBSITE WHERE INFORMATION CIRCULAR IS POSTED

The Information Circular can be viewed online at [www.sedar.com](http://www.sedar.com) or at the following internet address:

<http://www.stardiamondcorp.com/investors/agm/>

## HOW TO OBTAIN PAPER COPIES OF THE INFORMATION CIRCULAR

Shareholders may request that a paper copy of the Information Circular be sent to them at no cost to them. Requests may be made up to one year from the date the Information Circular was filed on SEDAR by:

Sending an email to: [stardiamondcorp@stardiamondcorp.com](mailto:stardiamondcorp@stardiamondcorp.com);

or

Calling Star Diamond Corporation at: 1-306-664-2202

Requests should be received at least ten (10) business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form in order to receive the Information Circular in advance of such date and the meeting date.

Those shareholders with existing instructions on their account to receive a paper copy of meeting materials will receive a paper copy of the Information Circular with this notification.

## VOTING

YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities, you must vote using the method set out in the enclosed voting instruction form or proxy.

**Beneficial shareholders** are asked to return their voting instruction forms in accordance with the deadline and instructions noted on the **voting instruction form** provided to you by Broadridge or their intermediary.

**Registered shareholders** are asked to return their proxies using the following methods not less than 48 hours (excluding Saturday, Sundays and holidays) prior to the time of the Meeting or any adjournment thereof:

INTERNET: [www.investorvote.com](http://www.investorvote.com)

PHONE: 1-866-732-VOTE (8683)

MAIL: Computershare  
Proxy Department  
135 West Beaver Creek  
PO Box 300  
Richmond Hills, ON L4B 4R5

BY HAND: Computershare  
8<sup>th</sup> Floor, 10 University Avenue  
Toronto, ON M5J 2Y1