

DRAGONFLY CAPITAL CORP.

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NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS OF NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON FRIDAY JUNE 20, 2014

Dragonfly Capital Corp. (the “**Company**”) has decided to use the notice and access model (“**Notice and Access**”) provided for under National Instrument 54-101 for the delivery of the Company’s management information circular (“**Information Circular**”) to its shareholders for the Annual General Meeting of shareholders to be held on Friday, June 20, 2014 (“**Meeting**”). Under Notice and Access, instead of receiving printed copies of the Information Circular, shareholders are receiving this notice with information on how they may access the Information Circular electronically. However, together with this notice, shareholders will continue to receive a proxy (in the case of registered shareholders) or voting instruction form (in the case of non-registered shareholders) enabling them to vote at the Meeting. No Annual Financial Statements are included in this mailing.

NOTICE IS HEREBY GIVEN that the Meeting will be held at Suite 2300, 550 Burrard Street, Bentall 5, Vancouver, British Columbia, V6C 2B5 on **Friday, June 20, 2014** (“**Meeting Date**”) at **10:00 am (Vancouver Time)** for the following purposes:

1. To receive the audited financial statements of the Company for the fiscal year ended April 30, 2013 (with comparative statements relating to the preceding fiscal period) together with the report of the auditor therein. **For detailed information regarding this matter, please refer to the sub-section in the Information Circular under the heading “ADDITIONAL INFORMATION”.**
2. To fix the number of directors at three (3). **For detailed information regarding this matter, please refer to the sub-section in the Information Circular under the heading “ELECTION OF DIRECTORS”.**
3. To elect directors. **For detailed information regarding this matter, please refer to the sub-section in the Information Circular under the heading “ELECTION OF DIRECTORS – Number of Directors”.**
4. To re-appoint Saturna Group Chartered Accountants LLP, as auditors of the Company. **For detailed information regarding this matter, please refer to the sub-section in the Information Circular under the heading “APPOINTMENT OF AUDITOR”.**
5. To consider and, if thought fit, pass an ordinary resolution, approving the Company's rolling stock option plan and reserving for the grant of options of up to 10% of the issued and outstanding shares of the Company at the time of any stock option grant, as more particularly described in the accompanying Information Circular. **For detailed information regarding this matter, please refer to the sub-section in the Information Circular under the heading “PARTICULARS OF MATTERS TO BE ACTED UPON – Annual Approval of Stock Option Plan”.**
6. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The Company urges shareholders to review the Information Circular before voting.

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities you must vote online, by telephone or by mailing the enclosed Proxy or Voting Instruction Form for receipt before 10:00 am (Vancouver Time) on Wednesday, June 18, 2014 using the enclosed Business Reply Envelope.

Accessing the Information Circular Online

The Information Circular (and the financial statement request card) can be viewed online under the Company's profile at www.sedar.com or www.dragonflycapitalcorp.com.

Requesting a Copy of the Information Circular

Shareholders can request that printed copies of the Information Circular be sent to them by postal delivery at no cost to them up to one year from the date the Information Circular was filed on SEDAR. Registered Shareholders and Non-Registered Shareholders may make their request through the following website, www.dragonflycapitalcorp.com, or by calling 1-877-683-2408 (Toll-Free).

To receive the Information Circular in advance of the proxy deposit date and Meeting Date, requests for printed copies must be received no later than 10:00 a.m. (Vancouver Time) on Wednesday, June 11, 2014.

Registered Shareholders

Every registered Shareholder of common shares at the close of business on May 7, 2014 is entitled to receive notice of, and to vote such common shares at the Meeting. Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their common shares will be voted at the Meeting are requested to complete, sign and deliver the enclosed form of proxy to: TMX Equity Transfer Services, Proxy Department, Suite 300, 200 University Avenue, Toronto, Ontario M5H 4H1. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment(s) thereof. Further instructions with respect to the voting by proxy are provided in the form of proxy and in the Information Circular.

Non-Registered Shareholders

Shareholders may beneficially own common shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary ("**Non-Registered Shareholders**"). Without specific instructions, intermediaries are prohibited from voting shares for their clients. **If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by your broker, intermediary or its agent is returned according to their instructions, sufficiently in advance of the deadline specified by the broker, intermediary or its agent, to ensure that they are able to provide voting instructions on your behalf.**

Shareholders with questions about Notice and Access can contact the Company, Toll-Free at 1-877-683-2408.

Dated at Vancouver, British Columbia this 7th day of May, 2014.

By Order of the Board of Directors

(signed) "Harry Chew"
President, Chief Executive Officer,
Chief Financial Officer & Director