
Midway Gold Corp.
8310 South Valley Highway, Suite 280
Englewood, Colorado 80112

Notice of Annual General and Special Meeting of Shareholders

To all Shareholders of Midway Gold Corp.:

You are invited to attend the 2015 Annual General and Special Meeting (the "Meeting") of Shareholders (the "Shareholders") of Midway Gold Corp. (the "Company" or "Midway") to be held on June 11, 2015 at 10 a.m. (Mountain time) at the offices of Midway Gold Corp 8310 S. Valley Highway, Suite 280 Englewood, CO. 80130. The purposes of the Meeting are:

Annual General Meeting Matters

- To place before the Meeting the audited financial statements of the Company for the fiscal year ended December 31, 2014 together with the auditors' report thereon.
- To set the number of directors at six (including one director ("Preferred Holder Director")) to be elected by the holders of the Company's Series A Preferred Shares.
- To elect six directors (including one Preferred Holder Director) to hold office until the Company's 2016 Annual General Meeting of Shareholders or until their successors are duly elected or appointed.
- To consider and vote upon a proposal to approve an advisory (non-binding) resolution regarding the compensation of our named executive officers.
- To ratify the appointment of KPMG LLP as the Company's auditor for the fiscal year ending December 31, 2015 and to authorize the Board of Directors of the Company (the "Board" or "Board of Directors") to fix the remuneration to be paid to KPMG LLP.

Special Meeting Matters

- To approve Section 26.7(3)(i) of the Company's Articles (the "Articles") granting the holders of the Company's Series A Preferred Shares (the "Series A Preferred Shares") preferential corporate governance and nomination rights in the event the Company fails twice to redeem the Series A Preferred Shares.

Other Matters

- To transact such other business that may properly come before the Meeting.

Details of the matters proposed to be put before the Meeting are described in the Proxy Statement, which forms part of this Notice of Meeting.

The Board of Directors has fixed May 7, 2015 as the record date for determining Midway Shareholders who are entitled to receive notice of and vote at the Meeting. A list of Midway's registered Shareholders as of May 7, 2015 will be available at the Meeting for inspection by Shareholders.

YOUR VOTE IS VERY IMPORTANT. Whether or not you are able to attend the Meeting, please submit your vote as soon as possible to ensure that your views are represented at the Meeting.

Registered Shareholders

If you are a registered Shareholder of Midway, please complete and return the enclosed form of proxy. To be effective, a proxy must be received by **Computershare Investor Services Inc.** at:

**Proxy Dept., 100 University Avenue,
8th Floor, Toronto Ontario, M5J 2Y1
(Fax: Within North America: 1-866-249-7775
Outside North America: (416) 263-9524)**

by not later than 5 p.m. (EDT time) on June 9, 2015 or, if the Meeting is rescheduled, at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the rescheduled Meeting. Shareholders who are planning to return the form of proxy are encouraged to review the Proxy Statement carefully before submitting their proxy form. If you decide to attend the Meeting you may, if you wish, revoke the proxy and vote your shares in person. See “Part 1 – Voting – Registered Shareholder Voting Instructions” in the Proxy Statement for further details.

Beneficial (Non-Registered) Shareholders

If you hold shares of Midway through a broker, custodian, nominee or other intermediary, instead of a proxy you will find enclosed a voting instruction form. See “Part 1 – Voting – Beneficial Shareholder Voting Instructions” in the Proxy Statement for instructions on how to ensure your views are represented at the Meeting.

Additional Information about Midway

This Notice of Meeting and the Proxy Statement, our 2014 Annual Report on Form 10-K, our 2014 annual audited financial statements and associated management’s discussion and analysis, and additional information with respect to us is available on SEDAR at www.sedar.com, on EDGAR at www.sec.gov/edgar.shtml, and on our website at www.midwaygold.com.

Shareholders of Midway who wish to receive paper copies of the Company’s 2014 annual audited financial statements and associated management’s discussion and analysis, and/or the Company’s 2014 Annual Report on Form 10-K (excluding exhibits) may make a request to Suite 280, 8310 South Valley Highway, Englewood, Colorado 80112, Attention: Corporate Secretary, and a copy of the requested documentation will be mailed free of charge.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ William M. Zisch
President and Chief Executive Officer
Englewood, Colorado
April 21, 2015