



## NUINSCO RESOURCES LIMITED

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual and special meeting of the shareholders (the “**Meeting**”) of Nuinsco Resources Limited (the “**Corporation**”) will be held on Wednesday, June 1, 2011, at 4:00 p.m. (Toronto time), at The Toronto Board of Trade, 1 First Canadian Place, Toronto, Ontario, for the following purposes:

- (1) to receive the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2010, together with the report of the auditors thereon;
- (2) to appoint auditors and to authorize the Directors to fix their remuneration;
- (3) to elect Directors;
- (4) to consider and, if thought appropriate, to pass a resolution to re-approve the Corporation’s stock option plan and to approve, confirm and ratify all unallocated options, rights and entitlements under the Corporation’s stock option plan;
- (5) to consider and, if thought appropriate, to pass a resolution to re-approve the Corporation’s share incentive plan and to approve, confirm and ratify all unallocated options, rights and entitlements under the Corporation’s share incentive plan; and,
- (6) to transact such further and other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Reference is made to the attached management information circular dated April 26, 2011 (the “**Management Information Circular**”), which sets forth a description of the matters referred to in items (2) to (5) above.

Only holders of common shares of the Corporation of record on April 27, 2011 are entitled to notice of, and to vote at, the Meeting. A copy of the Management Information Circular and form of proxy accompany this notice of meeting.

As a substantial representation of the Corporation’s shareholders is desired, shareholders who are unable to attend the Meeting in person, are requested to date, sign and return the form of proxy in accordance with the instructions provided therein and in the Management Information Circular.

A proxy will not be valid unless it is deposited at the offices of Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, Canada, M5J 2Y1, facsimile within North America (866) 249-7775 and outside North America (416) 263-9524, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof. If you are able to attend the Meeting or any adjournment thereof, sending your proxy will not prevent you from voting in person.

**DATED** at Toronto, Ontario this 26<sup>th</sup> day of April, 2011.

By Order of the Board of Directors

(Signed) “René R. Galipeau”

René R. Galipeau

Vice-Chairman and Chief Executive Officer