

**CMX GOLD & SILVER CORP.**  
**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**TO BE HELD NOVEMBER 21, 2012**

NOTICE IS HEREBY GIVEN that the annual general meeting of the shareholders of CMX Gold & Silver Corp. (the "Corporation") will be held in the Dixon Room, Norton Rose LLP, 3700, 400 - 3<sup>rd</sup> Avenue S.W., Calgary, Alberta T2P 4H2, at 10:00 a.m. (Calgary time) on Wednesday, November 21, 2012, for the following purposes:

1. to receive the financial statements for the fiscal years ended December 31, 2011 and 2010 with the report of the auditors thereon;
2. to elect the directors for the ensuing year;
3. to appoint the auditors for the ensuing year;
4. to consider, and if thought fit, pass an ordinary resolution, approving the Corporation's Stock Option Plan;
5. to transact such other business as may properly come before the meeting or any adjournments(s) thereof.

**A proxy will not be valid for the Meeting or any adjournment thereof unless the completed form of proxy is delivered to Olympia Trust Company, 2300, 125 - 9<sup>th</sup> Avenue SE, Calgary, Alberta T2G 0P6, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) prior to the commencement of the Meeting or any adjournment thereof.**

**Unregistered shareholders who receive these materials through their broker or another intermediary are requested to complete and return the form of proxy in accordance with the instructions provided by the broker or other intermediary.**

The directors have fixed October 22, 2012 as the record date. Holders of Common Shares of record at the close of business on October 22, 2012 are entitled to notice of the annual general meeting and to vote thereat or at any adjournments thereof.

Calgary, Alberta  
October 22, 2012

**BY ORDER OF THE BOARD OF DIRECTORS**

(Signed) "Jan Alston"  
President & C.E.O.