

**BONANZA RESOURCES CORPORATION  
NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE** is hereby given that the Special Meeting (the “**Meeting**”) of the shareholders of **BONANZA RESOURCES CORPORATION** (the “**Company**”) will be held at 6030 Sherry Lane, Dallas, Texas, USA on Wednesday, February 2, 2011 at 10:00 am (Dallas Time) for the following purposes:

1. to consider and, if thought fit, to approve an ordinary resolution of the disinterested shareholders of the Company authorizing the approval and adoption of the 2011 Stock Option Plan (the “Plan”);
2. to consider and, if thought fit, to approve an ordinary resolution of the disinterested shareholders of the Company authorizing and approving an amendment to the vesting provisions of stock options previously granted by the Company to comply with the terms of the Plan; and
3. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The directors of the Company have fixed Tuesday, December 21, 2010 as the record date for the determination of the shareholders entitled to receive this Notice.

Accompanying this Notice are an Information Circular and Form of Proxy. The Information Circular contains information relating to the matters to be addressed at the Meeting.

A shareholder who is entitled to attend and vote at the Meeting, or an intermediary holding shares on behalf of an unregistered member, is entitled to appoint a proxy to attend and vote in his or her stead. Any shareholders who do not expect to attend the Meeting in person are requested to complete, sign and date the enclosed Form of Proxy or other Form of Proxy and return same within the time and to the location in accordance with the instructions set out in the Form of Proxy and Information Circular accompanying this Notice.

**DATED** at Vancouver, British Columbia, this 31st day of December, 2010.

**ON BEHALF OF THE BOARD OF DIRECTORS OF  
BONANZA RESOURCES CORPORATION**

*/s/ Byron Coulthard*

Byron Coulthard  
President, Chief Executive Officer and Director