

ROCKEX MINING CORPORATION

Toronto, Ontario

**NOTICE OF ANNUAL AND SPECIAL MEETING
OF SHAREHOLDERS**

To be held at 4:00 p.m. on Wednesday, June 27, 2012

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the shareholders of Rockex Mining Corporation (“**Rockex**” or the “**Corporation**”) will be convened on Wednesday, June 27, 2012 at 4:00 p.m. (Toronto time) at the offices of Sheldon Huxtable Professional Corporation, Suite 1801, 180 Dundas Street West, Toronto, Ontario, M5G 1Z8 for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the year ended December 31, 2011 together with the auditors’ report thereon;
2. to consider and, if deemed advisable, to pass, with or without variation, a resolution to reappoint Grant Thornton LLP, Chartered Accountants, as auditors of the Corporation to hold office until the next annual meeting of shareholders and to authorize the directors to fix the auditors’ remuneration and the terms of their engagement;
3. to elect the directors;
4. to confirm, with or without variation, By-Law No. 2, being a new general by-law of the Corporation to replace By-Law No. 1; and
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The details of the matters proposed to be put before the Meeting are set forth in the Circular accompanying this notice of meeting (the “**Notice**”), which is supplemental to and expressly made a part of this Notice. May 28, 2012 is the record date for the Meeting, being the date for the determination of the registered holders of shares in the capital of the Corporation entitled to receive notice of and vote at the Meeting and any adjournments thereof.

Shareholders who are unable to attend the Meeting are requested to complete, date and sign the enclosed form of proxy or other appropriate form of proxy and return it to the registrar and transfer agent of the Corporation, Computershare Trust Company of Canada, Proxy Department at 100 University Avenue, 11th Floor, Toronto, Ontario, M5J 2Y1, by mail or in person attention proxy department, or by internet at www.investorvote.com or by telephone at 1-866-732-8683, such that it is received not later than 4:00 p.m. (Toronto time) on the second business day preceding the Meeting (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) or any adjournment thereof, in default of which it may be treated as invalid, although the Chairman of the Meeting has the discretion to accept proxies filed later than 4:00 p.m. (Toronto time) on the second business day preceding the Meeting, or any adjournment thereof. In order to be represented by proxy, shareholders must complete and submit the enclosed form of proxy or other appropriate form of proxy.

DATED at Toronto, Ontario as of the 28th day of May, 2012.

BY ORDER OF THE BOARD OF DIRECTORS:

“Donald A. Sheldon”

Donald A. Sheldon
Chief Executive Officer