



NOTICE OF THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

The Annual and Special Meeting of Shareholders of Majescor Resources Inc. (the "**Corporation**") will be held at the office of the Corporation at 5370 Canotek Road, Unit 9, Ottawa, Ontario, on August 29th, 2012 at 11:00 a.m. (Ottawa time), for the following purposes:

1. to present to shareholders the financial statements of the Corporation for the year ended February 29, 2012, as well as the auditors' report;
2. to elect the directors of the Corporation;
3. to appoint the auditors of the Corporation and to authorize the Board of Directors to establish the auditors' remuneration;
4. to approve the stock option plan; and
5. to transact such other business that may properly come before the meeting.

Ottawa, July 20, 2012

By order of the Board of Directors

(s) Daniel F. Hachey
President and Chief Executive Officer

Since it is desirable that as many shares as possible be represented and voted at the meeting, a shareholder, who is unable to attend the meeting in person, is urged to complete and return the enclosed form of proxy following the instructions therein.