

BIRD RIVER RESOURCES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual and Special Meeting of the shareholders of Bird River Resources Inc. (the "Company") will be held at the Canad Inn (Garden City), 2100 McPhillips Street (at Jefferson Avenue), Winnipeg, Manitoba on:

Thursday, January 17, 2013

at 3:00 P.M. CST (Winnipeg time) (the "Meeting"), for the following purposes:

1. to receive and consider the audited financial statements of the Company for the fiscal year ended July 31, 2012, together with the report of the auditors thereon;
2. to fix the number of Directors at five for the ensuing year;
3. to elect directors;
4. to appoint Magnus Chartered Accountants LLP, as auditors and to authorize the Directors to fix their remuneration; and
5. to transact any other business which may properly come before the meeting or any adjournment thereof.

This notice is accompanied by a form of proxy, a management proxy circular, the annual report of the Company containing the audited financial statements of the Company for the year ended July 31, 2012, with the related Management's Discussion and Analysis and a supplemental mailing list form.

A shareholder entitled to vote at the Meeting is entitled to appoint a proxy to attend and vote in his or her place. If you are unable to attend the Meeting in person, please date, sign and return the proxy in accordance with the instructions set out in the proxy and any accompanying information from your intermediary. The record date for the determination of those shareholders entitled to receive the Notice of Meeting is the close of business on Thursday December 13, 2012.

Dated at Winnipeg, Manitoba, this 14th day of December, 2012.

BY ORDER OF THE BOARD OF DIRECTORS

"Nelson Shodine"
President & CEO