



Suite 1060 - 1055 West Hastings Street
Vancouver, BC V6E 2E9

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON SEPTEMBER 4, 2013**

AND

MANAGEMENT INFORMATION CIRCULAR

(August 2, 2013)

CORAZON GOLD CORP.
Suite 1060 - 1055 West Hastings Street
Vancouver, BC V6E 2E9

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS GIVEN that the special meeting (the “**Meeting**”) of the shareholders of **CORAZON GOLD CORP.** (the “**Company**”) will be held at 900 – 885 West Hastings Street, Vancouver, BC, on Wednesday, September 4, 2013 at the hour of 10: am (Pacific Time) for the following purposes:

1. to consider, and if deemed advisable, to approve a special resolution to confirm, with or without variation, certain amendments to the Company’s Articles (the “**Articles**”) to, among other things, (i) add an advance notice requirement for nominations of directors by shareholders in certain circumstances, (ii) provide for delivery of proxy-related materials using the new “notice-and-access” rules of the Canadian Securities Administrators, and (iii) amend certain other provisions of Articles, all as described in the accompanying management information circular (the “**Information Circular**”);
2. to consider and, if thought fit, to approve an ordinary resolution to adopt the Company’s proposed 2013 Stock Option Plan, as described in the Information Circular, a copy of which is attached as Schedule “A” to the Information Circular;
3. to consider and, if thought fit, to approve a special resolution approving the consolidation of the issued and outstanding common shares of the Company on the basis of one (1) post-consolidation share for ten (10) pre-consolidation shares;
4. to consider and, if thought fit, to approve a special resolution approving the consolidation of the issued and outstanding common shares of the Company on the basis of one (1) post-consolidation share for fifteen (15) pre-consolidation shares; and
5. to transact such further and other business as may properly be brought before the meeting or any adjournment thereof.

Accompanying this Notice of Meeting are: (i) the Information Circular and (ii) an Instrument of Proxy and Notes thereto. Reference is made to the Information Circular for details of the matters to be considered at the Meeting.

The Company’s board of directors has fixed July 26, 2013 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Computershare Investor Services Inc., 510 Burrard Street, 3rd Floor, Vancouver, BC, V6C 3B9, on or before 10:00 am (Pacific Time) on August 30, 2013, or 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting at which the Proxy is to be used.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of

the foregoing that holds your securities on your behalf (an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary. **If you are a non-registered shareholder and do not complete and return the materials in accordance with such instructions, you may lose the right to vote at the Meeting, either in person or by proxy.**

DATED at Vancouver, British Columbia, this 2nd day of August, 2013.

BY ORDER OF THE BOARD OF DIRECTORS

“Patrick Brauckmann”

Patrick Brauckmann,
President & Chief Executive Officer