

MONTANA GOLD MINING COMPANY INC.

**NOTICE OF ANNUAL AND SPECIAL MEETING
OF SHAREHOLDERS TO BE HELD ON
JUNE 29, 2011**

AND

**MANAGEMENT INFORMATION CIRCULAR
DATED MAY 31, 2011**

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting of shareholders of **MONTANA GOLD MINING COMPANY INC.** (the "Corporation") will be held on Wednesday, June 29, 2011 at One London Place, 255 Queens Avenue, Suite 1000, London, Ontario, at 11:00 a.m. (London time) (the "Meeting"), for the following purposes:

1. to receive the audited financial statements of the Corporation for the fiscal year ended December 31, 2010, together with the report of the auditors thereon;
2. to elect directors;
3. to re-appoint auditors and to authorize the directors to fix their remuneration;
4. to re-approve the existing Stock Option Plan of the Corporation; and
5. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice are a Management Information Circular, a Form of Proxy (if you are a registered shareholder) or a Voting Instruction Form (if you are a non-registered shareholder), a Supplemental Mailing List Form and the audited financial statements of the Corporation for the fiscal year ended December 31, 2010 with comparative statements for the fiscal year ended December 31, 2009. The accompanying Management Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those who are unable to attend the Meeting are requested to read, complete, sign and mail the enclosed Form of Proxy or Voting Instruction Form in accordance with the instructions set out in the Proxy or Voting Instruction Form and in the Management Information Circular accompanying this Notice. Please advise the Corporation of any change in your mailing address.

Only holders of voting common shares of record at the close of business on May 25, 2011 (the "Record Date") will be entitled to vote at the Meeting.

DATED at London, Ontario, the 31st day of May, 2011.

BY ORDER OF THE BOARD

(Signed) "Edward L. Ellwood"

Edward L. Ellwood, President and CEO