

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO: All holders of common shares of **Copper Reef Mining Corporation**.

We will hold an annual and special meeting of our shareholders on Thursday, October 25, 2012 **at 12 Mitchell Road, Flin Flon, Manitoba**. The meeting will start at 4:00 p.m. (C.S.T.). We cordially invite you to attend and encourage you to do so.

At the meeting we will:

- (1) receive the annual financial statements of the Corporation for the fiscal year ended November 30, 2011, and the report of the auditor thereon;
- (2) to fix the number of directors at seven (7)
- (3) elect directors: Stephen L. Masson, Robert N. Granger, Dave Kennedy, Edward Thompson, William Phillips, Gregory Campbell and Harry Barr
- (4) appoint the auditor and to authorize the directors to fix the auditor's remuneration;
- (5) consider any other proper business.

An Information Circular prepared by Copper Reef's management, together with a form of proxy, accompanies this Notice of Meeting and should be read in conjunction with this Notice.

DATED at Flin Flon, Manitoba, as of this 20th day of September, 2012.

BY ORDER OF THE BOARD

"Stephen L. Masson"

Stephen L. Masson,
President and Chief Executive Officer

If you cannot attend, we encourage you to complete and return the enclosed form of proxy or voting instruction form indicating your voting instructions. Please complete, date and sign your form of proxy or voting instruction form and return it by mail in the envelope provided for this purpose, or by facsimile to our transfer agent, Equity Financial Trust Company, Proxy Department, 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1 (facsimile: 416-595-9593). To be valid, a completed form of proxy must be received by our transfer agent by no later than 4:00 p.m. on Tuesday, October 23, 2012 or, if the meeting is adjourned, by no later than 48 hours prior to the time of the adjourned meeting.

If you are not a registered shareholder, please refer to the accompanying Information Circular for information on how to vote your shares.