

CUORO RESOURCES CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of common shares (the "**Common Shares**") of CuOro Resources Corp. (the "**Corporation**") will be held at Suite #1305, 1090 West Georgia Vancouver, British Columbia V6E 3V7, at 10:00 a.m. (Vancouver time), on September 10, 2012, for the following purposes:

- (a) to receive and consider the audited consolidated financial statements of the Corporation for the year ended November 30, 2011, together with the report of the auditors thereon;
- (b) to reappoint Davidson & Company LLP as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
- (c) to pass an ordinary resolution to set the number of directors at five (5);
- (d) to elect the directors for the Corporation for the ensuing year;
- (e) to consider and, if deemed appropriate, to pass an ordinary resolution to reapprove the stock option plan implemented by the Corporation in May 2011; and
- (f) to transact such other business as may properly be brought before the Meeting.

Accompanying this notice of Meeting (the "**Notice of Meeting**") is the Management Information Circular (the "**Information Circular**") and a form of proxy (the "**Proxy**"). The Information Circular includes more detailed information relating to the matters to be addressed at the Meeting. The Information Circular is deemed to form a part of this Notice of Meeting.

An "**ordinary resolution**" is a resolution passed by at least a majority of the votes cast by Shareholders in respect of that resolution at the Meeting.

Shareholders unable to attend the Meeting in person should read the notes to the Proxy and complete and return the Proxy to the Corporation's registrar and transfer agent, Valiant Trust Company at Proxy Department, Suite 600, 750 Cambie Street, Vancouver, British Columbia, V6B 0A2, or by fax at (604) 681-3067. A proxy will not be valid unless it is deposited at the office of Valiant Trust Company by 10:00 a.m. (Vancouver time) on September 6, 2012 or not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of the Meeting following any adjournments or postponements thereof. Late proxies may be accepted or rejected by the chairman of the Meeting in his discretion, and the chairman is under no obligation to accept or reject any particular late proxy. If you are a non-registered Shareholder and received these materials through your broker or another intermediary, please complete and return the Proxy or other voting form in accordance with instructions provided to you by your broker or such other intermediary.

The enclosed Proxy appoints nominees of management as proxyholder and you may amend the Proxy, if you wish, by inserting in the space provided the name of the person you wish to represent you as proxyholder at the Meeting.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is August 1, 2012 (the "**Record Date**"). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

DATED this 7th day of August, 2012.

**BY ORDER OF THE BOARD OF DIRECTORS OF
CUORO RESOURCES CORP.**

(signed) "Robert Sedgemore"

Robert Sedgemore
President, Chief Executive Officer and Director