

# CUORO RESOURCES CORP.

#1305 - 1090 West Georgia Street  
Vancouver, BC, V6E 3V7

## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the "**Meeting**") of Shareholders of CuOro Resources Corp. (hereinafter called the "**Company**") will be held at Suite 1305, 1090 West Georgia Street, Vancouver, British Columbia, on Friday, the 16<sup>th</sup> day of August, 2013, at 10:00 AM (Pacific), for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the financial year ended November 30, 2012, together with the report of the auditors thereon;
2. to reappoint Davidson & Company LLP as auditor of the Company for the ensuing year and to authorize the directors to fix the auditor's remuneration;
3. to pass an ordinary resolution to set the number of directors at four (4);
4. to elect the directors for the Company for the ensuing year;
5. to consider and, if deemed appropriate, to pass an ordinary resolution to ratify the Company's stock option plan, as more particularly set out in the section of the information circular entitled "Particulars of Matters to be Acted Upon - Ratification of Stock Option Plan";
6. to consider and, if deemed appropriate, to pass an ordinary resolution to ratify and approve the advance notice policy adopted by the board of directors, as more particularly set out in the section of the information circular entitled "Particulars of Matters to be Acted Upon - Ratification and Approval of Advance Notice Policy"; and
7. to transact such other business as may properly be brought before the Meeting.

Accompanying this Notice is a Management Information Circular, a form of Proxy and a Request Form for Annual and Interim Financial Statements. The accompanying Management Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

If you are a registered Shareholder of the Company and unable to attend the Meeting in person, please read, complete, date and sign the accompanying form of proxy and deposit it at the office of the Registrar and Transfer Agent of the Company, Valiant Trust Company, attention: Proxy Department, at #600 – 750 Cambie Street, Vancouver, BC, V6B 0A2, by 10:00 a.m. Vancouver time, on Wednesday, August 14, 2013, being at least 48 hours excluding Saturdays, Sundays and holidays prior to the time of the Meeting, or adjournment thereof. Please advise the Company of any change in your mailing address.

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 security on your behalf (the "Intermediary"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 12<sup>th</sup> day of July, 2013.

BY ORDER OF THE BOARD

*"Marc Cernovitch"*

Marc Cernovitch,  
President and CEO