

CuOro Resources Corp.
Suite 1305 – 1090 West Georgia Street
Vancouver, British Columbia, V6E 3V7
Telephone No.: 604-685-9316 Fax No.: 604-683-1585

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

The annual general and special meeting of Shareholders of **CuOro Resources Corp.** (the “Company”) will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, on July 28, 2011 at 11:00 a.m., local time, (the “Meeting”) for the following purposes:

1. To consider the audited financial statements of the Company for its fiscal year ended November 30, 2010, the report of the auditor thereon and the related management discussion and analysis;
2. To set the number of directors at four;
3. To elect directors of the Company for the ensuing year;
4. To appoint an auditor of the Company for the ensuing year;
5. To authorize the inspection of records, documents or instruments at the records office of the Company by persons other than directors of the Company;
6. To approve the adoption of a new share option plan, as more particularly detailed in the Information Circular; and
7. To approve amendments to the Articles for the Company, as more particularly detailed in the Information Circular.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof. No other matters are contemplated, however, any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

If you hold your shares in a brokerage account you are not a registered shareholder. Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting.

DATED at Vancouver, British Columbia, June 28, 2011.

BY ORDER OF THE BOARD

“Robert Sedgemore”

Robert Sedgemore
President and Chief Executive Officer